



A GUIDE  
For Establishing BIDS

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# Table of Contents

**Business Improvement District Basics..... 1**

**Using This Guide ..... 4**

**Phase 1 Test the Feasibility..... 6**

**Phase 2 Create the BID Improvement Plan .....11**

**Phase 3 Conduct the Petition Process .....19**

**Phase 4 Initiate Operations.....22**

**Appendices .....27**

**1 Key Responsibilities – The Northampton Framework**

**2 Sample Database Spreadsheet**

**3 Project Plan Outline and Timeline**

**4 SWOT**

**5 Sample Survey**

**6 Sample Budget**

**7 Sample Municipal Baseline Services Form**

**8 Sample MOU and Baseline Services**

**9 Sample Vote Language**

**10 Sample Bylaws and Articles of Organization**





# What Got BIDs Started—The History Behind The Movement

The first Business Improvement District (BID) was created in Toronto in 1970. BIDs were formed by property owners in response to an ever increasing customer demand for services and programs that were in excess to what municipalities could provide. Additionally, many urban centers were on the decline. Disinvestment in city centers and the resulting decrease in revenues only proved to exacerbate the problems faced by property owners and municipalities alike. Property owners needed a new way to compete. BIDs empowered property owners to take control of their environment, purchase supplemental services ... and a movement was born.

BIDs responded to the direct competition of regional shopping malls and their ability to create a shopping destination and to broadly market their tenants. Malls provided an entertainment based shopping experience, ample free parking and a safe, predictable environment. BIDs adopted the common area management (CAM) charges concept routinely found in regional malls to pay for these services in the public setting. Through BIDs, central businesses and neighborhood shopping districts were able to collectively pool their resources for marketing, events and other activities that benefit the district and ensure participation of property owners.

### What is A Business Improvement District?

**A BID is a special assessment district in which property owners vote to initiate, manage and finance supplemental services or enhancements above and beyond those municipal services already provided. The assessment is levied only on property within the district and expended within the district for a range of services and/or programs included in the BID Improvement Plan, such as marketing, maintenance and public safety. This stable, local management structure provides a sustainable funding source for the revitalization and long-term maintenance of city/town centers, neighborhood commercial districts and even industrial areas. BIDs attract residents, customers, clients, shoppers and other businesses.**

In the 1980's and 1990's many major cities in the United States like Baltimore, New York, Denver and Philadelphia formed BIDs. Smaller cities like Burlington, VT followed suit and the movement rapidly spread throughout North America and now the world. The more than 1,600 BIDs have become a widely accepted economic development strategy throughout the United States and Canada. BIDs in Europe, South Africa, Australia and Japan have been credited with supporting a flourishing renewal of many urban centers.

In 1994, Massachusetts joined 48 other states by passing Massachusetts General Law Chapter 400, permitting the establishment of BIDs.

## What Does A BID Do?

In coordination with municipal government, BIDs provide a wide range of supplemental services and assist in the continued economic development of the district.

### COMMON BID PROGRAMS

#### Marketing

- Special Events
- Public Relations
- Collaborative Marketing
- Promotional Print Materials
- Websites
- Holiday Lighting and Decorations
- Historic Tourism

#### Landscaping

- Streetscape Plantings/Trees/Window Boxes and Hanging Baskets
- Maintenance of Grass and Planting Beds
- Watering



### Capital Improvements

- Wayfinding Signs
- Streetscape / Pedestrian / Traffic Calming Design Improvements
- Lighting
- Trash Receptacles
- Public Art
- Alleyway Design

### Business Development

- Market Analyses
- Business and Retail Recruitment
- Merchandising Incentives and Outreach

### Maintenance

- Street and Sidewalk Cleaning
- Graffiti and Gum Removal
- Spring Cleanups

### Public Safety

- Public Safety Officers
- Visitor Assistance – Guide Programs
- Public Safety Information Networks
- Solicitation Deterrence Programs

### Community Services

- Homeless Programs
- Youth and Student Programs
- Fundraising

### Housing

- Housing Development Incentive Programs
- Residential Services

### Economic Development

- Own, Lease, Acquire, Manage Real Estate
- Historic Preservation
- Infrastructure Enhancements
- Facade Grant Programs

### Planning

- Advocacy for Zoning
- Community Planning

### Parking Facilities

- Planning
- Management



# Why Form A BID?

A BID is a dynamic partnership between the community, private property owners, institutions and non-profits with the goal of generating greater profitability through cooperation than any property owner can accomplish alone. It is very different from voluntary merchant associations because a BID offers sustainability and professional management. Thirty years of success proves BIDs work.

Here's how:

## **Bid Programs are a Cost Effective Way to Tackle Common Issues and Respond to Specific Needs**

Through a collective effort, the BID can achieve dramatic results with programs like supplemental maintenance and marketing that no one property owner could cost effectively undertake alone. For example, it is more cost effective and efficient to contract with one vendor to provide landscaping services to the district than for each property owner to do so individually.

## **A BID is Flexible**

Programs can respond to specific issues: enhancing gateways or addressing maintenance issues like graffiti, cleanliness in alleys and high traffic pedestrian locations; improving streetscapes; or recruiting businesses. Targeted marketing can promote residential, commercial and cultural opportunities to specific audiences.

## **A Stronger Position in the Regional Marketplace**

Creating and branding the location as a distinct destination, allows downtowns to competitively position themselves in the marketplace. Using the same marketing and management principles used by malls, the BID maintains and promotes the district as a whole rather than the individual parts: as a destination where patrons can shop, dine, live and conduct business. Some examples are Church Street Marketplace in Burlington, Vt., the Inner Harbor in Baltimore, and Bryant Park in New York City.

## **Advocacy With A Unified Voice**

A BID provides individual property owners with a strong collective voice on issues that impact the physical, residential, and business environment in the district. Working together, property owners have a more powerful voice to influence action on issues impacting the district and the public policy process. With better public safety as its goal, the Springfield, MA BID worked in partnership with the city to purchase and install security cameras in targeted areas.

## **Predictable Funding for Programs**

The guaranteed revenue stream allows the BID Board of Directors and staff to maximize the resources available to the BID and ensure the continuity of services.

## **Proven Impact on Tenancy and Property Values**

Due to BID efforts, properties benefit from improved values and higher occupancy rates, but also maintain their values and tenants during downturns in real estate cycles. Property values within the Hyannis BID have doubled since its formation in 1999.

## **Stability Through Political Change**

BIDs can insulate a district during times of political change or uncertainty by providing the continuity needed to maintain programs and projects that have been identified as priorities for the district and will transcend administrations.

## **Will The Community Reduce Services to the BID Once It Is Established?**

**NO.** The BID pays for services which are *supplemental* to the basic municipal services any property should expect to receive. Clearly defining the relationship at the outset establishes the working partnership between private property owners and the municipality. This partnership is defined in a Memorandum of Understanding to establish the following:

- Ground rules on the relationship between the BID and community.
- A description of the baseline level of services.
- The role the community will play as a “property owner” BID member.

## USING THIS GUIDE

Forming a BID requires a high level of consensus, political cooperation and property owner support to be successful. Sometimes this process is time consuming, but the up front effort will prove worthwhile as organizers seek support during the signature campaign phase. This Guide provides a step by step framework for developing a BID in any community. While it may be tempting to skip tasks, following key action steps will help ensure success. Every community is different and organizers will need to stay flexible to respond to the challenges that will be encountered.

### Establishing a BID Happens in Four Phases.

1

#### PHASE ONE – TEST THE FEASIBILITY

The first phase is to determine the feasibility of the concept of a BID in your community. Does it make sense? Is there the political and private support of the concept?

Taking the time to test the waters will ensure that the time and effort necessary to build a BID will result in success.

2

#### PHASE TWO – CREATE THE BID IMPROVEMENT PLAN

The second phase is planning, which involves local outreach and preparation of the BID Improvement Plan. Through community forums, property owner meetings and focus groups, stakeholders within the proposed BID participate in the planning process to identify needs and priority programs to be included in the BID Improvement Plan. The BID Improvement Plan contains a detailed description of the proposed BID including boundaries, operations plan, budget, fee structure, management, memorandum of agreement with the municipality and other required information.

3

#### PHASE THREE – CONDUCT THE PETITION PROCESS

The third phase begins once the organizers are satisfied that the BID Improvement Plan is appropriate for the district and has strong local support. At this point, the BID Improvement Plan is incorporated into a petition and property owner signatures are attached. The submission of the petition to the municipality is the formal launch of the legislative approval process. The petition must contain the signatures of a minimum of 60% of the real property owners that represent 51% of the assessed valuation in the proposed BID. The petition and signatures are presented to the municipality and a request for a public meeting is made. The municipality will hold a public hearing and vote to approve the BID petition within the MGL c. 400 statutory requirements. After the petition is approved by the municipality all property owners are considered members of the BID. A property owner within the district has 30 days to decide not to participate in the BID. The property owner must formally “opt out” of the BID in writing to the city/town clerk. A property owner who does not join may not receive any of the services provided by the BID.

4

#### PHASE FOUR – INITIATE OPERATIONS

Once the formal approval process is complete, the BID is officially established and enters its fourth or operational phase. Now, the BID membership, through the Board of Directors, has the full authority to manage or delegate management of the BID based on the enabling legislation.

### Legend

The following symbols will be used throughout this manual:

- ✓ Checklist for success - ties to Project Plan Outline and Timeline in Appendix 3.
- 👉 Tips - assists with concept being explained.
- 💰 Ideas for working with concepts related to money.

## **PHASE 1**

### **TEST THE FEASIBILITY**

1. Are Conditions Right For a BID?
2. State the Case for a BID
3. Introduce the BID Concept
4. Recruit the Steering Committee
5. Find the Resources
6. Establish Preliminary Boundaries
7. Create a Database
8. Develop a Plan Outline and Timeline

## **PHASE 2**

### **CREATE THE BID IMPROVEMENT PLAN**

1. Conduct a Needs Assessment
2. Outreach to the Community
3. Write the BID Improvement Plan
4. Determine the Budget
5. Establish a Fee Formula
6. Develop the Memorandum of Understanding
7. Establish a Billing Mechanism

## **PHASE 3**

### **CONDUCT THE PETITION PROCESS**

1. Prepare the BID Petition
2. Organize the Petition Campaign
3. Mail Information Package to Property Owners
4. Conduct the Signature Campaign
5. Organize the Legislative Authorization Process

## **PHASE 4**

### **INITIATE OPERATIONS**

1. Form Bylaws and Articles of Organization
2. Establish the Initial Board of Directors
3. Apply for Non-Profit Status
4. Communicate with Members
5. Hire Staff
6. Select Vendors
7. Formally Launch Services
8. Update Improvement Plan
9. Amend, Expand, or Dissolve the BID

# PHASE 1 Test The Feasibility

## 1. ARE CONDITIONS RIGHT FOR A BID?

Before organizers launch a full fledged effort to form a BID, some basic homework needs to be done to determine if a BID is the right approach. By taking this important first step, organizers will quickly determine if there is private and political support for the BID concept and the critical criteria are in place for success. It is important to initiate a BID at the right time. The timing may coincide with a new opportunity such as a major development, transit improvement or significant political or private sector advocacy.



### CHECKLIST FOR SUCCESS

PROPERTY MIX

STAKEHOLDER SUPPORT

POLITICAL SUPPORT

STABLE ECONOMIC BASE

PLANNED MAJOR DEVELOPMENTS OR INFRASTRUCTURE PROJECTS

BASE MAP

DATABASE OF PROPERTIES

BASIC BID FACT SHEET

FREQUENTLY ASKED QUESTIONS

STATEMENT OF NEED

The following are key elements that should be analyzed by organizers to determine if the underlying conditions are favorable to pursue a BID.

### Property Mix

BIDs are formed in contiguous districts in which 75% of the area is comprised of commercial, retail, industrial or mixed use properties. The first step will be to analyze the property mix of the proposed district to determine if these characteristics exist in order to generate an adequate revenue base to make the BID a success. The district could include institutional and residential uses in balance with a strong commercial core.

### Stakeholder Support

Identify and educate key stakeholders in the community about the BID concept to establish a basic understanding and support for the BID. By educating key stakeholders at the outset, organizers can preempt misinformation that could undermine the BID efforts throughout the process. Stakeholders will vary but could include the following:

- Key elected officials
- Major property owners
- Chamber of Commerce leadership
- Local media leadership
- Major developers within district
- Community activists
- Business owners

### What Happens If The Support Is Not There?

Sometimes the political or economic climate to form a BID does not currently exist. Organizers may need to continue to work with community development and neighborhood organizations, property owners and elected officials to build an environment that is more conducive to the development of a BID.

If it appears that there are property owners that have an interest but not a solid understanding of the concept, organizers may choose to begin this process as an “investigative” initiative to analyze the concept and educate the property owners in the district. Organizers may decide to start small with the long term goal of forming a BID.

### Political Support

Creation of a BID is a private sector initiative with public support. At a minimum, forming a BID requires the cooperation of the municipality. It is essential to secure the support of the mayor or elected body who will direct the various departments to provide information and support. At best, the municipality can be a strong supporter of the concept, even providing financial assistance to underwrite the start up effort. Most elected officials understand the benefits of a BID as a means of supplementing the services that the municipality is able to provide and therefore improving a strong and sustainable commercial core.

### Stable Economic Base

BIDs should be formed in areas that have a solid economic base. The proposed district must have the economic strength to support a fee structure that will generate adequate revenues to operate the BID. If the proposed district is severely depressed with high vacancy rates and abandoned properties, a BID might not be the best alternative. Under these circumstances, other economic development or investments may need to take place before an attempt to form a BID is viable.

### Planned Major Developments or Infrastructure Projects

Sometimes a major development or public infrastructure project presents opportunities to spur the development of a BID by providing an approach to support these investments with improved complementary management or beautification programs. For example, a community may work with a BID to improve a park space or streetscape, and the BID would provide the ongoing maintenance.

## 2. STATE THE CASE FOR A BID

Upon consensus that the basic conditions are favorable for the formation of a BID, organizers should prepare a concise statement outlining the campaign rationale and strategy. The statement should establish the problems and opportunities a BID could address and the constituents who would benefit from the programs.

## 3. INTRODUCE THE BID CONCEPT



Imagine you are a guest at a pizza party and the host can only afford a cheese pizza. The problem is that everyone wants a pepperoni pizza. The solution: Guests contribute to pay the difference to buy the pepperoni pizza. Everyone gets what they want for dinner! Essentially, the BID pays for the pepperoni.

### Host Community Forums

Organizers may want to host Community Forums to present information about BIDs and the experiences of BIDs in similar communities. A Community Forum is an opportunity to invite a speaker or expert on BIDs to explain how they work in other locations. Invitations should be broadly distributed to property owners, tenants, residents, municipal leaders and the media.

Organizers should choose examples that mirror their communities or have used programs to successfully address similar problems. For example, if panhandling or security are issues, organizers may want to look at “Guide” programs or security efforts in other BIDs. If economic development is a priority, a BID may implement retail recruitment or merchandising programs. If maintenance and landscaping is a priority, show before and after images of maintenance approaches.



### CHECKLIST FOR SUCCESS

HOST COMMUNITY FORUMS  
ROAD TRIP TO SEE WORKING BID  
MEDIA INFORMATION PACKETS

### Road trips to see working BIDs

Sometimes the best way to build support is to visit successful BIDs in similar communities. These on-site visits allow stakeholders to see the operations of a BID in action and ask important questions of their staff. Fortunately, Massachusetts is not only the home of several BIDs but also is within a few hours of some of the oldest and most successful BIDs in the country. From college towns like Church St. Marketplace in Burlington, VT to midsize cities like Westfield and Springfield, MA to resort communities like Hyannis, MA and BIDs of all sizes in New York City, there are many places to visit. Organizers may arrange transportation and meetings with officials, property owners and tenants, staff and Board Members to discuss the BID experience. Most BIDs love to tell their story and a first hand visit can be compelling.

### Media Kit

Organizers must convey consistent and accurate information about BIDs to ensure that the public has the information they need to support the BID concept. Organizers should prepare a basic press information kit that will contain general information on BIDs, Frequently Asked Questions and other contact information. Promoting the vision and gaining the general support for the development of a BID is an education process.

### Media Kit

A standard media kit may include:

- Statement of Need
- Information FACT SHEET on BID programs
- Contact Information of Steering Committee
- Frequently Asked Questions
- Press Release Announcing BID Formation Strategy
- Summary of Legislation

## Responding To Common Questions

Organizers will encounter common questions about BID when introducing the concept to the community. Part of the education process is to be able to address these questions early in the effort. Some commonly asked questions include:

### **We pay taxes ---- why should we pay more for services? Isn't that the municipality's responsibility?**

This is the most common question and arises from the concern that private property owners would need to provide services that some feel should be undertaken by the municipality. The simple answer is that BIDs provide supplemental services over and above those commonly offered by the municipality. The BID fee is an investment in a property that will yield returns in the form of increased property values and improved tenancy. Most BIDs can demonstrate a solid return on investment over the long haul. By making this investment, property owners and municipalities actually leverage the municipal resources available for programs offered within the BID.

BIDs encourage property owners to “Think like an owner, not a tenant.” That is ... as an owner, they are making the investment in their properties for the long run and the ultimate value they add to the district.

### **Are we privatizing public spaces?**

The privatization of public space is a topic of debate for some property owners within BIDs. It is important to note that agreements between BIDs and a community function like land leases and the community does not give up ownership of the district. Most BIDs make existing public space more usable, through better programming, maintenance and security.

### **Why should some property owners get a free ride?**

The underlying purpose of a BID is to distribute both the burden and the benefits equitably. Technically, property owners who do not participate do not receive BID services. In reality, this is sometimes difficult to accomplish. For example, if the BID sweeps sidewalks, it is difficult to jump over the sidewalk of a non BID member. However, it is easy to create a marketing brochure exclusively for members. To quote Richard Starr, one of the top development experts in the US, who says, “He who benefits, pays; and he who pays, benefits.”

### **Why form a BID when owners can “opt out”?**

The “opt out” provision in the Massachusetts legislation may deter BID organizers, but a careful feasibility analysis should create a reasonable comfort level for organizers to proceed. It is a fear that a BID will be formed and that many property owners would choose not to participate, thereby undermining the BID programs. The reality is that only a very small percentage of property owners in Massachusetts BIDs have actually chosen to “opt out” once a BID is formed.

### **Do they work?**

BIDs have now been in existence for over 30 years. They are so fully integrated into most major cities that multiple BIDs are commonplace, and policies and legislation are rarely modified. For example, approximately 60 BIDs exist in New York City and Toronto, Canada. Based on the success of the Pennsylvania Avenue BID in Washington DC, three more BIDs have been developed in that city. The International Downtown Association ([www.ida-downtown.org](http://www.ida-downtown.org)) documents a proven track record of success that can be demonstrated through increased values and improved tenancy in cities from Philadelphia to Los Angeles.

## 4. RECRUIT THE STEERING COMMITTEE

### Identify members

The Steering Committee provides the leadership and feedback throughout the BID formation process. It is important to recruit a Steering Committee that is representative of types and mix of property owners within the district including residential, government, nonprofit and cultural, commercial and academic institutions. Attention should be given to members that reflect a variety of opinions, large and small properties, geographic representation, types of uses and tenants, residents and other constituencies. Above all, the Steering Committee needs to be seen as fair, constructive and reasonable.



### CHECKLIST FOR SUCCESS

- IDENTIFY MEMBERS
- SELECT A CHAIRPERSON
- CREATE A SHARED VISION

### Select a Chairperson

Selecting the appropriate Chair to lead the effort is a critical step in the BID formation process. A Chairperson is ideally an established community leader and property owner who will provide the public face for the BID formation process. The Chairperson will conduct meetings and serve as the spokesperson for the Steering Committee.

### Create a shared vision

Once established, the Steering Committee should articulate the shared vision for the BID. This step will make sure that Steering Committee members are in agreement with the overall goals of the BID. These goals are the underpinnings of the plan and programs that will be undertaken by the BID.

## 5. FIND THE RESOURCES

Forming a BID requires a commitment of staff and resources. The formation process will take between 18 and 24 months, though time may vary depending on community understanding, size and complexity of the proposed BID. Organizers need to be realistic about staffing commitment and start up funds, and/or in-kind services necessary to undertake a campaign. Understanding and planning for the support necessary will help insure that the resources are sufficient to complete the process.

A BID will require the commitment of 20 and 40 hours a week of staff time during the formation process. This staffing can be either paid professional staff and/or volunteers. The Steering Committee will provide strong leadership but will often need additional support to secure signatures. Sometimes a community may work with a consultant to provide overall support for the campaign. The specific staffing will be customized to each community, but it is important to determine the roles and responsibilities of staff and volunteers at the outset of the effort. A model of one community's approach is in Appendix 1.

The Steering Committee should be prepared to engage legal counsel during the organizing process. The BID legal counsel will provide advice on MGL c. 400 questions, prepare legal documents and represents the interests of the BID in negotiations with the community. Legal work will include:

- Preparation of the Petition and Council Votes
- Filings for Non-profit Status (typically 501(c)6)
- Legal Advertisements for Public Hearing and Notices
- Review of the Memorandum of Understanding (MOU)
- Legal Opinions on Issues Related to MGL c. 400
- Participation in Public Hearings



### Tips: What To Look For In Steering Committee Members

- PROPERTY OWNERS
- ABILITY TO WORK CONSTRUCTIVELY
- RESPECTED LEADERS
- INCLUDE THE SKEPTICS BUT AVOID POLARIZING AGENTS
- MAJOR BUSINESS OWNERS

### Characteristics Of A Great Chairperson

- PROPERTY OWNER AND COMMUNITY LEADER
- ACTIVE IN COMMUNITY
- WELL RESPECTED AND FAIR
- KNOWN AND REGARDED AS A POSITIVE AGENT FOR PROGRESS
- INTERESTED IN LONG TERM VITALITY OF THE DISTRICT
- CONSENSUS BUILDER
- ORGANIZED AND ENTHUSIASTIC
- STRONG COMMUNICATION SKILLS

### When To Hire A Consultant

A consultant may be an important asset to organizers in the BID formation process. Adding a professional who is experienced in the planning and petition process can help save time and ultimately be cost effective. Tasks may include:

- OVERALL PROJECT MANAGEMENT –  
QUARTERBACK THE CAMPAIGN
- DRAFT THE BID IMPROVEMENT PLAN
- PREPARE THE BID BUDGET
- PRESENT TO KEY PROPERTY OWNERS
- ORGANIZE AND STEER THE CAMPAIGN PROCESS
- MOTIVATE VOLUNTEERS AND STAFF
- TROUBLESHOOT
- KEEP THE PROCESS ON TASK AND ON TIME

Print materials to “sell” the BID plan to property owners must be developed. A well designed BID Improvement Plan and Executive Summary are important to communicate the programs provided by the BID and rationale for creating the district. The Steering Committee will need to identify the resources necessary to produce a quality product that represents the BID Improvement Plan in a professional manner. The BID will require office space, computer and web access, phones, office supplies, postage and advertising.

## 6. ESTABLISH PRELIMINARY BOUNDARIES

Establishing preliminary boundaries is important to understand the scope and potential revenue that will be available for the BID program. District entrances, attractions, key traffic generators, overall goals for the district and the composition of the tenant mix should be considered while making this decision. Frequently, organizers make the proposed district too small and thereby limit the impact of the proposed BID. Conversely, some BIDs become too large or include too many exempt properties that stretch the resources of the BID too thin. It is important to identify boundaries that are appropriate and consistent with the program and goals for the proposed BID.



### Tips For Funding

Resources for the BID formation process can come from a variety of sources such as:

- IN-KIND STAFF SUPPORT OR LOANED EXECUTIVES
- FOUNDATIONS
- LENDING COMMUNITY
- COMMUNITY DEVELOPMENT BLOCK GRANT
- DHCD's MDI TECHNICAL ASSISTANCE PROGRAM
- PRIVATE PROPERTY OWNERS
- CITY/TOWN
- COMMUNITY DEVELOPMENT CORPORATIONS
- CHAMBERS OF COMMERCE
- ACADEMIC INSTITUTIONS
- MAJOR BUSINESSES IN DISTRICT



### Tips For Boundaries

**CONTIGUOUS AREA**  
**NATURAL BOUNDARIES**  
**CHANGES IN LAND USE**  
**OWNER INTEREST**

Massachusetts legislation requires that the boundaries of a BID be contiguous. Property within the district should be evaluated to determine if there are natural boundaries that help define the BID. For example, there may be a river, highway or railroad that serves as a logical place for the BID boundaries. Another logical border might be the change from commercial to more residential uses. BID boundaries do not need to coincide with existing zoning or other existing districts and should try to include both sides of the street wherever possible.

Ultimately, the final boundaries may change somewhat as the Steering Committee goes through the petition process due to owner support or other considerations. Those final changes are reflected in the petition.

## 7. CREATE A DATABASE OF PROPERTIES

A complete property owner database is the basis for all communication, legal notification and billing to property owners within the proposed BID. For that reason, the municipality, specifically the Assessor's office, should be the official source of information on all properties in the BID. Block and parcel number information that is periodically updated from the Assessor's office will be used to create the BID property database for communication and legal mailings, tracking signatures, ownership and contact information.



### Tips For the Database

A sample database spreadsheet: Appendix 2

- CREATE Microsoft © EXCEL SPREADSHEET WITH NOTE FIELDS
- USE BLOCK AND PARCEL NUMBER TO DESCRIBE PROPERTY
- PROPERTY ADDRESS
- OWNER NAME
- OWNER ADDRESS
- TENANT INFORMATION (if available)
- TELEPHONE/FAX/EMAIL
- TYPE OF USE CLASSIFICATION
- ASSESSMENT - land and building
- NUMBER OF APARTMENTS /CONDOS
- BID FEE CALCULATION ALTERNATIVES
- FIELDS FOR VERIFICATION OF MAILING RECEIPT, SIGNATURE

Strict discipline should be maintained on the integrity of the database in order to withstand any legal challenge about the source of ownership information and mailings to property owners within the BID. This is a good time for preliminary discussions with the municipality on how the BID fee is collected. See Appendix 2 for a Sample Database Spreadsheet.

## 8. DEVELOP A PROJECT PLAN OUTLINE AND TIMELINE

The Steering Committee should develop a general timeline with benchmarks to monitor progress, maintain focus and momentum. The major variable in the project timeline will be in the signature campaign of the petition process. The length of time it takes to complete the petition phase will depend on the resources and speed by which the staff and Steering Committee can secure the required property owner signatures. Notification

requirements in the enabling legislation are fixed and will provide benchmarks for the remainder of the timeline. A sample Project Plan Outline and Timeline is in Appendix 3.

Once the BID has been formally approved, the BID will need a minimum of six to eight months to initiate services. It is important that BID property owners acknowledge and understand the time required to initiate services to the district in order to create realistic expectations for a new BID.



#### TIPS

#### Set MILESTONES and EXPECTATIONS

**Phase 1 FEASIBILITY** 3 months

**Phase 2 PLANNING** 4 - 5 months

**Phase 3 PETITION** 6 - 12 months

**Phase 4 INITIATION** 6 - 8 months

## PHASE 2 Create The BID Improvement Plan

The meat of the planning process for the development of a BID occurs in this Phase. The Steering Committee undertakes activities to identify the priority issues and needs of the district, seeks community input and consensus and develops the actual details on the programs, financing and management of the BID. A comprehensive BID Improvement Plan based on consensus provides the Steering Committee with a strong marketing tool to “sell” the BID to their peers.



#### CHECKLIST FOR SUCCESS

CONDUCT A NEEDS ASSESSMENT

OUTREACH TO THE COMMUNITY

WRITE THE BID IMPROVEMENT PLAN

DETERMINE THE BUDGET

ESTABLISH A FEE FORMULA

DEVELOP THE MEMORANDUM OF UNDERSTANDING

ESTABLISH A BILLING MECHANISM

### 1. CONDUCT A NEEDS ASSESSMENT

Each community will develop its own approach to conducting a needs assessment, and should be wary of skipping this important step. Frequently the Steering Committee believes that it already has identified the issues and this step is unnecessary. But to do so is undermining the opportunity to use the process to continue to educate and build consensus for the BID.

Creating buy-in for the BID is developed by listening to property owners, tenants and other stakeholders to identify the issues and opportunities that are important to them. This information becomes the basis for formulating strategies and programs that owners feel are worth the investment and add value to their properties.

### 2. OUTREACH TO THE COMMUNITY

Outreach to the community is an important step in the BID formation process. It is multifaceted and can be conducted concurrently in a variety of ways to elicit the information organizers need. The Steering Committee may use all or some combination of several techniques to gain information for a needs assessment. Various methods include:



#### CHECKLIST FOR SUCCESS

COMMUNITY FORUMS

SURVEYS

FOCUS GROUPS

WEBSITE /BLOGS

#### Community Forums

A Community Forum is a good way to launch the BID planning process and to inform stakeholders of needs, program priorities and plan strategies as they are developed. The invitation to the forums should be open to anyone interested in the BID district as an owner, visitor, tenant, student or resident. The initial forum provides the opportunity for a facilitator to conduct a SWOT Analysis. A facilitator will invite participants to identify STRENGTHS, WEAKNESSES, OPPORTUNITIES AND THREATS within the district. Comments are analyzed and reported to the community and Steering Committee. The SWOT approach is in Appendix 4.

Subsequent Community Forums provide a mechanism to report findings back to the community and focus on developing priorities and specific strategies that are incorporated into the BID Improvement Plan. By using the same SWOT process, a second community forum will target specific program recommendations and the allocation of resources on community priorities.

### **Surveys**

A Needs Assessment Survey allows any respondent to identify how they use the proposed district and what issues are important to them. Frequently residents, students, visitors and workers may express different concerns or observations about the proposed district than property owners. A survey is a vehicle for organizers to assess different demographic and usage trends. Surveys can be published in local newspapers, usually free of charge, and on the BID website. It may be useful to offer incentives such as a drawing or prize offerings to encourage a timely response or to drive people to a BID website. Customer surveys can be made available at retail locations.

Additionally, surveys should be mailed or delivered to property owners, residents and commercial tenants located within the district. A sample survey is in Appendix 5.

### **Focus Groups**

Focus Groups are used to probe for specific issues that are of concern to different constituencies. Focus Groups should be limited to no more than 20 people to ensure participation and discussion. The facilitator should be a neutral participant and not a recognized community advocate for specific issues or positions. The facilitator should ask participants to prioritize issues that are most important to the district from their own perspective. Groups will vary by district, but should include the major stakeholders in the BID such as residents, students, retailers, visitors, cultural patrons, and restaurant and nightclub owners. By targeting different groups, organizers gain specific knowledge about the needs of each of these groups that may be different or even contradictory. For example, restaurant and entertainment-based properties may have very different issues than residents living within the proposed district.

### **Website/blogs**

Websites are important tools to both provide updated information and encourage participation from the community. The BID should create a website to invite feedback and participation in the survey process. Results can be analyzed and posted on the website for stakeholders to review and comment. During the BID initiation phase, the website is key to updating and informing stakeholders of activities and milestones.

### **Using the information**

Organizers will synthesize the information from all the needs assessment techniques and make recommendations of priority concerns and recommended actions. The information will be the foundation on which programs and funding priorities are developed for the BID Improvement Plan.

## **Conversations With Key Stakeholders**

**Do homework with major property owners. Meet individually with major owners to identify specific issues or opportunities that are priorities. These owners may have unique issues that will be important to address as the BID programs are developed. Once these priorities are addressed, these owners may become valuable proponents of the BID.**

### 3. WRITE THE BID IMPROVEMENT PLAN

#### Services Tailor-Made For Each District

Many BIDs offer similar services, but BIDs are attractive to many communities because of their flexibility to focus on the particular set of supplemental programs and services that are tailored to meet the specific needs of each district. While many BIDs may offer supplemental maintenance, marketing and security each BID will have its individual and distinct personality.



#### Some Examples

**MAINTENANCE** Springfield, MA created a highly successful job training & placement component to its Clean Team Maintenance program. With a 78% graduation rate – the program is considered a success. This innovative effort has been expanded to include a partnership with the Hampden County Sheriff's Department placement effort. The partnerships have allowed the BID to substantially expand maintenance efforts within the district.

**PUBLIC SPACES** The Bryant Park BID was launched in partnership with the City of New York to clean up a dangerous, drug infested park that threatened to drive out Fortune 500 Companies from the surrounding area. The result is a refurbished Bryant Park that features the city library, cafes and a bustling public space. New York City has approximately 60 BIDs

of all sizes that offer services that range from security and maintenance to design, events and urban landscaping.

**HOMELESS INTERVENTION** The Church St. Marketplace is a 25 year old pedestrian mall with a rich history of marketing and creating the “experience” of downtown Burlington, VT through street vendors, strong retailing, events and marketing. They have collaborated with social service agencies to address homeless issues in an approach that is more “Dr. Phil than Jerry Springer” according to Church St. Marketplace Director, Ron Redmond.



**MERCHANDISING** Westfield, MA uses artists to feature storefronts available for commercial tenants.



**RESIDENTIAL DEVELOPMENT** Philadelphia's Center City BID's housing initiative was instrumental in developing thousands of units of market rate housing which has supported a resurgence of retail, restaurants and nightlife.

**STREETSCAPE** Hyannis initially focused on planning and zoning issues that quickly evolved into a major streetscape infrastructure project which transformed the street. The Hyannis BID now focuses on business development, maintenance, and marketing. Springfield features enhanced maintenance and beautification, and improved vest pocket parks.

The development of the BID Improvement Plan provides the specific details of what programs and services will be provided. The actual plan may take a variety of forms from a poster to a bound document depending on the community and resources available. The Plan will also function as a marketing piece to educate property owners and other stakeholders on the proposed BID.



## Bid Programs and Services

The purpose of the BID Improvement Plan is to provide the property owner with a detailed understanding of the programs and how the BID would allocate the resources available to support its programs.

These may include common programs such as:

**ECONOMIC DEVELOPMENT:** Market analyses and business retention and recruitment programs.

**MAINTENANCE AND BEAUTIFICATION:** Sidewalk cleaning, recycling, and trash removal, snow clearance, graffiti and gum removal, spring clean up programs, and painting public amenities etc.

**LANDSCAPING ENHANCEMENTS:** Planting and landscaping of public spaces, hanging baskets and window boxes or the maintenance and enhancement of grass and trees in tree belts of median strips.

**MARKETING, EVENTS AND PUBLIC RELATIONS:** Special events such as Restaurant Week, Farmers Market or First Night Celebrations, restaurant and shopping guides, holiday lighting, cooperative advertising, banners and other promotions.

**CAPITAL IMPROVEMENTS:** Façade grant and signage programs, or streetscape improvements. Frequently BIDs partner with the community to improve public parks and other spaces.

**SECURITY AND HOSPITALITY:** Supplemental security programs working in cooperation with the local police. In addition to personnel, the BID may provide security cameras, fax networks and other crime prevention efforts. Hospitality oriented “Guide” programs feature trained hospitality guides to assist visitors and enhance security within the BID by providing additional “eyes and ears” on the street.

**TRANSIT AND PARKING:** Manage and promote parking facilities, the development of shuttles, trolley and alternative transportation programs, pedestrian and bikeway development etc.



**PARTNERSHIP PROGRAMS:** Partnerships with municipalities or nonprofits for services like loan programs, childcare, job training or homeless intervention.

The BID Improvement Plan will illustrate the scope, frequency, staffing and cost of the programs that will be provided by the BID. For example, if the BID plans to provide a “Guide” program, the Plan will outline the responsibilities, deployment, schedule, training, uniforms and staffing.



### Tips for Components of a BID

#### Improvement Plan: EXECUTIVE SUMMARY

- DETAILED DESCRIPTIONS OF THE SUPPLEMENTAL PROGRAMS AND SERVICES
- PROPOSED BOUNDARIES
- BUDGET
- FEE STRUCTURE
- MANAGEMENT STRATEGY
- MEMORANDUM OF UNDERSTANDING AND BASELINE MUNICIPAL SERVICES
- LETTERS OF SUPPORT FROM OTHER COMMUNITY STAKEHOLDERS SUCH AS THE CHAMBER OF COMMERCE, COMMUNITY DEVELOPMENT CORPORATIONS, CULTURAL INSTITUTION BOARDS OF DIRECTORS, OR NEIGHBORHOOD ORGANIZATIONS.

#### 4. DETERMINE THE BUDGET

BID fees may generate a maximum of revenue that equals .005 multiplied by the total assessed value of the properties within the proposed district. The challenge in developing a budget is to balance the program priorities with the available funding resources. The BID program should drive the budget rather than allowing the revenue generated by the BID fee alone to determine the resources available to support the desired program. BIDs frequently use the fee as just one component of the overall budget for programs and services. Other funding opportunities may include:

- Grants
- Sponsorships
- Media Partners
- Public Funds or In-kind services
- Ticket Sales
- Merchandise Sales
- Voluntary memberships from exempt properties

BIDs will have budgets that include both cash and in-kind services. It may be useful to show how the resources of the BID are allocated by program area. The budget should show both in-kind and cash sources of revenue and expenditures by program.

Budget assumptions should also be included in the BID budget. See Appendix 6 for a sample budget.

Look for opportunities to minimize the cost of Administration by possibly sharing office space and/or equipment. Sometimes BIDs will locate offices within existing organizations such as a local Chamber of Commerce to reduce or eliminate office expenses.



#### ESTIMATING COSTS

DON'T GUESS ABOUT COSTS. SET REALISTIC COSTS FOR PROGRAMS WHEN CREATING A BUDGET. GOOD ESTIMATES CAN BE OBTAINED BY:

- COST PROJECTIONS FROM POTENTIAL VENDORS
- OTHER BIDS OFFERING SIMILAR PROGRAMS
- PRIVATE MANAGEMENT COMPANIES CONTRACTING FOR SERVICES
- PAST SERVICES CONTRACTS

#### BUDGET TIPS

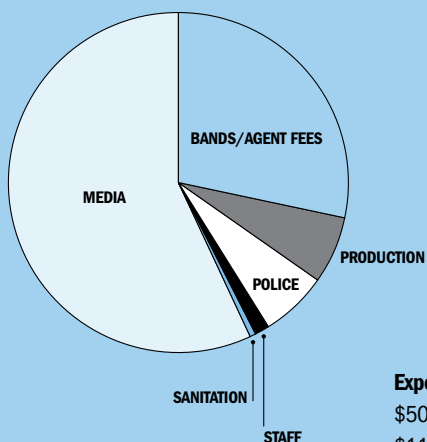
- DETERMINE PARTICIPATION ESTIMATE (80%)
- CALCULATE VALUE OF INKIND
- BE REALISTIC ABOUT EXPENSES
- GET ESTIMATES
- KEEP ADMINISTRATIVE COSTS AS LOW AS POSSIBLE
- LEVERAGE

#### TIPS FOR ESTABLISHING A FEE FORMULA

- KEEP IT SIMPLE
- TAKE UNIQUE PROPERTIES INTO CONSIDERATION
- MAKE FORMULA BALANCED
- BE CREATIVE
- BE CAUTIOUS WITH CONDOS
- TEST FEE PROPOSAL WITH OWNERS
- SEEK CONSENSUS

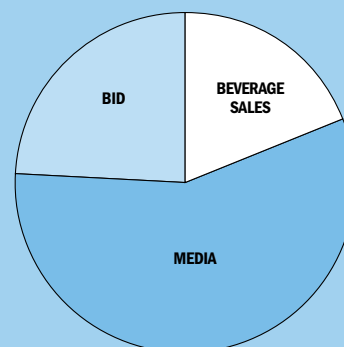
#### Springfield City Block Summer Long Concert Series Budget

4 to 1 leverage. Some items are in-kind services.



#### Expenses — \$176,000

\$50,000	Bands/agent fees
\$11,500	Production
\$10,900	Police
\$2,500	Staff
\$1,100	Sanitation
\$100,000	Media



#### Revenue — \$176,000

\$33,500	Beverage Sales
\$100,000	Media in-kind sponsorships
\$42,500	BID

## 5. ESTABLISH A FEE FORMULA

The Steering Committee will establish a fee formula for all properties within the BID. The BID legislation allows all properties to be considered as part of the BID fee formula. Therefore, organizers must analyze a variety of fee options that will encourage the maximum participation of property owners. It also allows for the BID to exclude certain types of properties from the fee: single family residences, agricultural land and non-profits. For example, condominium owners are individual properties within the BID, each with a vote. If one building contains 40 residential condominiums, those owners could unfairly skew the voting weight of an individual property within a district. The impact of condominiums and other properties should thus be evaluated on the budget and fee structure.

While the MGL c. 400 allows for the BID to establish fees that would generate revenue up to .005 of the assessed value of all property in the BID, the objective of the Steering Committee is to determine a fee formula that is considered fair and equitable and allows the largest number of property owners to participate.

Massachusetts legislation allows for a wide array of possible variables to be considered in forming a fee structure for the BID, including but not limited to the following:

### Formula Options

**Linear front footage** ······ the length of the property from corner to corner as measured along the sidewalk in front of the building  
**Gross building square footage** · number of square feet in building  
**Building classification by use** · commercial, non profit, residential or mixed use as defined by the assessors office  
**Assessed Value** ······ most recent assessment by community

The Steering Committee has the ability to apply one or more of the options to develop a fee that is specific to the needs of the community.

Once a fee structure is refined, the Steering Committee should test the proposed fee structure with peers within the community to gauge its acceptance. It is also necessary to determine if the fee structure is sufficient to support the proposed program or if additional sources of support are necessary or adjustments to services are required to bring budget projections and expenses in line.



### Waiver of Fee

**The BID may waive or reduce the fee for a member for whom the imposition of the fee would create significant financial hardship considering such criteria as:**

- Protection sought under Massachusetts or Federal laws of bankruptcy or insolvency
- A vacancy rate of over 80%
- Foreclosure by a mortgage holder

**The Steering Committee is encouraged to establish criteria that are quantifiable. Requests for waivers or fee reductions are made in writing with supporting documentation. Once the BID is formed, the BID Board of Directors makes the determination to grant requests based on the hardship criteria established by the BID.**

## FEE STRUCTURES OF BIDs IN MASSACHUSETTS



### SPRINGFIELD

- All private and public properties are included in the BID with the exception of residential condominiums and residences of less than four (4) units.
- Commercial properties over 50,000 square feet may choose either \$ 0.13 per square foot OR 0.005 of the property valuation. The fee structure for properties less than 50,000 square feet is based on 0.005 of the property valuation.
- Public and non-profits will have negotiated agreements with contributions of either cash or in-kind services.
- Residential apartments have a fee based on \$50/unit/year plus \$ 0.13 per square foot of commercial space.
- Hotels have a fee based on \$100/unit/year plus \$ 0.13 per square foot of commercial space.



### WESTFIELD

- Commercial properties have a fee of 0.005 of the property valuation.
- Commercial properties over 50,000 square feet have a fee based on \$ 0.14 per square foot.
- Residential buildings with four (4) or more units have a fee based on \$50/unit/year.
- Hotels have a fee based on \$100/room/year plus \$ 0.13 per square foot of commercial space.
- Public and non-profit properties have negotiated agreements with contributions of cash and/or in-kind services.
- Fees for commercial properties may not be increased annually at a rate greater than 2 1/2%.
- Fees for other properties may be increased annually by the BID by a percentage not greater than the percentage by which the real estate tax rate of Westfield for commercial properties has increased over the prior fiscal year.



### HYANNIS

- Each real property is assessed an annual fee of 0.003 of the property valuation. The maximum fee from any individual property may not exceed \$4,000.
- Residential properties and tax exempt properties are not assessed a fee and are not considered members of the BID.
- All other properties within the district that meet the following criteria are considered participating members in the BID:
  - Properties with frontage on Main St
  - Properties on Barnstable Road and Ocean Street between North Street and South Street
  - Properties with frontage on Center Street and Willow Avenue between Elm Street and Main Street



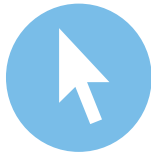
### NORTHAMPTON

- All private properties are included in the BID with the exception of residential condominiums and residences with under four (4) units.
- Commercial properties have a fee based on 0.005 of the property valuation.
- Hotels have a fee based on \$200 per room per year.
- Single purpose cultural or entertainment venues have a fee .0025 times the assessed value.
- Residential apartments have a fee of \$100/unit/year plus \$1.00 per square foot of commercial space.
- Public and exempt properties will have a fee based on negotiated agreements including contributions of cash or in-kind services.
- The fees described above may be increased annually by a percentage not greater than the percentage by which the real estate tax rate of the City of Northampton for commercial properties has increased over the prior fiscal year.

## 6. DEVELOP THE MEMORANDUM OF UNDERSTANDING (MOU)

The MOU establishes the relationship with the municipality, describes the baseline of municipal services that are provided to the BID, and how the municipality will participate in the BID as a property owner and member. This is a win-win opportunity for both the municipality and private property owners within the BID to establish a working partnership for success.

Property owners are frequently concerned about the relationship with the municipality and the possible erosion of services if a BID is formed. Dispelling these concerns early in the process is an important factor in generating support for the BID. Part of this process involves asking the city/town to describe the basic level of services that are currently provided to the proposed BID. The descriptions may be as simple as a letter from the department head describing services to a form completed by each department. The BID will annually review the baseline services provided by the municipality. A sample Baseline Municipal Services Form can be found in Appendix 7.



### TIPS ESTABLISHING THE MOU

- ESTABLISH DIALOGUE WITH COMMUNITY EARLY IN PROCESS
- ENLIST CHIEF ELECTED OFFICIAL TO SECURE DEPARTMENT HEAD COOPERATION THROUGHOUT PLANNING AND IMPLEMENTATION
- DESCRIBE BASELINE MUNICIPAL SERVICES CURRENTLY PROVIDED TO DISTRICT
- DETERMINE PROGRAM NEEDS THAT CAN BE SUPPORTED BY COMMUNITY
- DETERMINE CITY/TOWN COMMITMENT AS BID MEMBER
- CLARIFY RESPECTIVE ROLES
- INCLUDE MOU IN BID OPERATION PLAN

### BASELINE PLUS AGREEMENT – THE COMMUNITY’S ROLE IN THE BID

The municipality may participate in the BID as a member through a negotiated agreement to purchase services or provide in-kind services. Once the program needs are determined by the Steering Committee, there are opportunities for the municipality to support the BID as a member through cash or in-kind services. This upfront negotiation seals the relationship with the BID and enhances the partnership between the community and BID on an ongoing basis.

Participation with the BID may include a wide variety of activities such as:

- Purchase of services like trash disposal, landscaping, graffiti removal
- Purchase of equipment for use by the BID such as graffiti removal machines or sidewalk sweeper
- Bill and collect the BID fee
- Department support for special events
- Community Policing
- Snow removal
- Parking promotions/management of parking facilities

Specific programs and services are part of the MOU and can be tailored to meet the programmatic needs of the BID. A sample MOU and BASELINE SERVICES is included in Appendix 8.

## 7. ESTABLISH A BILLING MECHANISM

The BID fee is billed and collected by the municipality. BID organizers should meet with the Assessor, Collector, MIS Department and Treasurer early in the process to determine the logistics of generating a bill for BID fees. Ideally the BID fee should appear on the municipal tax bill. Because logistics may take several months to execute, work on this project should begin early in the planning process.

## PHASE 3 Conduct the Petition Process

The petition phase of forming a BID should be approached in a systematic and organized manner. The Steering Committee is armed with a good plan, a team of committed and prepared volunteers and staff and a strategy and timeline for securing signatures of a minimum of 60% of the real property owners representing 51% of the district's assessed value. The Petition is then submitted to the municipal elected body for a public hearing and formal vote to establish the BID. This is also a time when a consultant may be helpful to the Steering Committee to maintain momentum and develop the campaign approach. It is time consuming and labor intensive work, but with a strategy and good direction the implementation of the petition campaign should be successful in a timely manner.

### 1. PREPARE THE BID PETITION

The BID Petition is used to draft the actual petition that is presented to the community's elected body for consideration. It includes:

- BID Improvement Plan – services, budget, fee structure
- Hardship Criteria for the Waiver or Reduction of Fees
- Property Owner Signatures (60% of real property owners representing 51% of assessed value)
- Description of BID and site map
- Identity and location of BID management entity

The Steering Committee will work with legal counsel to prepare the petition and the necessary votes that will need to be taken by the municipality. The Executive Summary will be used as a “sell piece” in the signature campaign.



#### CHECKLIST FOR SUCCESS

PREPARE BID PETITION FOR VOTE  
ORGANIZE THE PETITION CAMPAIGN STRATEGY AND TIMELINE  
MAIL INFORMATION PACKAGE TO PROPERTY OWNERS  
SIGNATURE CAMPAIGN  
LEGISLATIVE AUTHORIZATION PROCESS

### 2. ORGANIZE THE PETITION CAMPAIGN

#### Review Process with Municipal Officials

The Steering Committee should meet with the City/Town Clerk to review the petition process and campaign and to verify the petition process in the community. The MGL c. 400 does not require petition signatures to be notarized, but it is important to review any special considerations a community may have relating to petition campaigns.

#### Develop a Signature Campaign Strategy and Timeline

A good campaign strategy and timeline will provide an overall roadmap for the petition drive for signatures.

The Steering Committee should set realistic goals and timelines for signatures and develop a plan to contact property owners. The Steering Committee

must maintain regular meetings and plan for regular progress reports in obtaining signatures. The plan will keep the campaign focused and on schedule.



#### CHECKLIST FOR SUCCESS

CREATE A NETWORK FOR OUTREACH TO PROPERTY OWNERS  
REVIEW PROCESS WITH MUNICIPAL OFFICIALS  
DEVELOP A SIGNATURE CAMPAIGN STRATEGY AND TIMELINE  
IDENTIFY LOCAL STAFF OR CONSULTANT ROLES

#### Identify Local Staff or Consultant Roles

Orchestrating the signature campaign requires the Steering Committee to take a good hard look at the amount of time it will commit as volunteers to the effort and the necessary manpower it will require to complete in a timely fashion.

Rarely will a volunteer committee have the manpower or time to secure signatures of the number of property owners needed for the petition for larger campaigns. The Steering Committee may decide to hire local staff or a consultant to help secure signatures and manage the campaign.

### 3. MAIL INFORMATION PACKAGE TO PROPERTY OWNERS

Using the list of property owners created from the database, the Steering Committee will initiate contact with property owners. All contact with property owners in the petition phase of the BID process should be documented. Record the date of the mailing of packets to property owners and document signatures that have been obtained on the database spreadsheet and BID map.

The BID Improvement Plan including a cover letter from the Chairperson of the Steering Committee, an Executive Summary, MOU and other support material should be mailed to all property owners within the proposed district. The packet should provide all the information an owner would need to make an informed decision about the BID. The packet should also include a petition signature page and self addressed stamped envelop for owners who would like to indicate their support of the BID Improvement Plan.



#### TIPS FOR OBTAINING SIGNATURES

- ARRANGE EDITORIAL SUPPORT TO PROMOTE BID
- ORGANIZE PROPERTIES BY SIZE, USE, MULTIPLE OWNERSHIP, CLASSIFICATION
- GATHER INITIAL SIGNATURES FROM KNOWN SUPPORTIVE OWNERS AND STEERING COMMITTEE MEMBERS
- OBTAIN SIGNATURES FOR PUBLICLY OWNED PROPERTIES
- DIVIDE LIST OF PROPERTY OWNERS AMONG STEERING COMMITTEE MEMBERS
- FIND BID ADVOCATES TO SOLICIT OTHER PROPERTY OWNERS
- APPOINT BLOCK CAPTAINS TO SECURE SIGNATURES FROM NEIGHBORS
- KEEP MOVING TO BUILD MOMENTUM – DON'T GET BOGGED DOWN WITH OPPONENTS
- COMMUNICATE

### 4. CONDUCT THE SIGNATURE CAMPAIGN

Once the BID Improvement Plan has been mailed to BID property owners and other stakeholders, the Steering Committee will officially launch the BID signature campaign with a special forum. This special forum will include the presentation of the BID Improvement Plan. Steering Committee members should be prepared to answer any questions, and ask for support from property owners in attendance, or schedule a time to follow up with attendees. Property owner guest speakers from established BIDs who could reinforce the benefits of a BID may also be invited to launch the signature campaign.

The BID petition process requires the signatures of a minimum of 60% of real property owners in the proposed district representing a minimum of 51% of the assessed valuation. A strong campaign should aim for property owner support that is higher than the minimum to demonstrate a solid mandate for creating a BID and prove to elected officials that there is strong support for adopting the BID. In order to accomplish this goal, the Steering Committee staff need to follow a campaign strategy. Gathering signatures for the campaign is the point in the BID petition process that is hard work. All petition signature originals should be maintained by the Steering Committee staff. The Steering Committee must be engaged to sign the petition for their own properties and be willing to contact their peers. Staff will be engaged to assist the Steering Committee and secure signatures from other property owners within the district. It is at this point that the BID process could lose momentum. Maintaining a regular schedule of meetings and clearly defined signature goals will keep the campaign moving forward.

Once the threshold of signatures has been secured, the Steering Committee presents a formal petition to the City/Town Clerk to request a public hearing on the formation of the BID. This submission starts the clock ticking on the legislative authorization process.



#### THRESHOLDS – What Do They Mean?

**BIDs must have the support of “60% of real property owners in the district that represents 51% of the assessed valuation”. This is done to ensure that BIDs contain a broad spectrum of large and small properties within the district.**

**EXAMPLE: The proposed district has 300 individual parcels listed by the Assessor’s office.**

**60% OF REAL PROPERTY** Every piece of property that receives a tax bill is counted as a separate signature for the petition. Organizers must get signatures of at least 60% of the property owners or 180 parcels within the district.

**51% OF VALUE** The value of the parcels needs to add up to a minimum of 51% of the total value of the district. So if the total value of the district is \$20,000,000 ... then the value of the properties in the petition must be more than \$10,200,000.

## 5. ORGANIZE THE LEGISLATIVE AUTHORIZATION PROCESS

### Prepare Petition Packets for All Public Officials

Elected officials will be required to vote on the establishment of the BID. It is important that they be fully informed about the details of the BID Improvement Plan, boundaries, fee structure and other issues. Elected officials should periodically be briefed about the BID Improvement Plan and provide written fact sheets for their consideration.

The better informed, the more likely they will be to correct misconceptions brought to them by their constituency. Additionally, providing complete information prior to the Public Hearing will allow time to address any lingering concerns or questions.

Organizers should submit the petition packet to Massachusetts Department of Housing and Community Development, MA Downtown Initiative.



### CHECKLIST FOR SUCCESS

PREPARE PETITION PACKETS FOR ALL ELECTED OFFICIALS  
MAIL NOTICES and PLACE ADVERTISEMENTS OF  
PUBLIC HEARING  
PREPARE VOTES FOR BID and MOU  
PREPARE PRESENTATION FOR PUBLIC HEARING  
MAIL NOTICE and PLACE ADVERTISEMENT OF NOTICE OF  
ORGANIZATION TO PROPERTY OWNERS  
MONITOR "OPT OUT" WINDOW

### Mail Notices for Public Hearings and Place Advertisements of Public Hearing

Organizers must carefully document the notification of property owners to ensure compliance with the timelines established in the enabling legislation. Using the official list of property owners provided by the Assessors office, BID organizers will mail all notices to property owners and retain documentation of the mailing. Save mailing labels, and record the date of the mailing of the public hearing notices to property owners for the files. Retain original advertisements that have appeared in local print media.

The public hearing is the opportunity to present the full BID Improvement Plan to the community and address questions. Notices are mailed to all property owners and documentation retained for the records.



### TIPS FOR LEGISLATIVE AUTHORIZATION SUCCESS

- ALWAYS USE OFFICIAL LIST DEVELOPED FROM ASSESSORS OFFICE DATABASE
- RETAIN DOCUMENTATION OF ALL MAILINGS AND ADVERTISEMENTS
- IDENTIFY ELECTED OFFICIAL TO COORDINATE PUBLIC HEARING AND VOTE ON BID AND MOU
- RALLY STAKEHOLDER SUPPORT AT PUBLIC HEARING
- LEGAL SUPPORT
- COUNT VOTES and IDENTIFY OPPOSITION

### Prepare Votes for BID and MOU

Legal counsel for the BID may draft proposed language for the necessary votes from the municipality to establish the BID and authorize city/town officials to enter into a MOU

with the BID. The BID legal counsel will review the necessary votes with the municipality's legal representative prior to the vote to address any questions. (See Appendix 9)

### Prepare Presentation for Public Hearing

The Public Hearing is an opportunity to make a presentation on the BID program and details of the BID Improvement Plan. Depending on the community, this may be an elaborate or simple presentation. It is critical that the presenter of the BID Improvement Plan at the Public Hearing is well versed on the details of the program and prepared to answer any questions that are presented. The presenter may be the Steering Committee Chair, consultant, or key property owner. Legal counsel should attend the Public Hearing to answer any technical questions that arise. Property owner proponents and tenants should be encouraged to attend and speak in favor of the BID. Additionally, organizers should have Fact Sheets or BID plan summaries to be handed out as necessary.

### Mail Notices and Place Advertisements of Notice of Organization

Once a vote to establish a BID has been taken, a Notice of Organization must be mailed to all property owners in the BID using the official list of property owners provided by the Assessors' office. If

### "Opt Out" Provision

MGL c. 400 allows for property owners to "opt out" of participation within 30 days of the vote to establish a BID. It is important to note that all property owners are considered participants of the BID unless they formally "opt out" in writing to the city/town clerk within the allotted time.

## The Legislative Authorization Process



DAY 1

Petition To City/Town Clerk

City/Town Council Schedules  
Public Hearing – Within 60 Days

- Mail Notice Of Public Hearings To Property Owners Within 30 Days Of Public Hearing
- Advertise 2 Weeks Before
- Advertise 1 Week Before



DAY 60

Public Hearing

Elected Body Takes Vote  
Within 45 Days Of Public Hearing



DAY 105

Notice Of Organization Mailed  
to Property Owners - 30 Days

Advertise 2 Weeks Before

Advertise 1 Week Before



DAY 135

Formal "Opt Out" Period Ends



Initiate Bid Program

property owners choose to not participate in the BID they must "opt out" in writing to the city/town clerk within the timeframe outlined in the Notice of Organization. For this reason, while not required, it is recommended that the Notice of Organization be mailed by certified mail and documentation retained as proof that the owner has received this important information. The Notice of Organization must be published for two consecutive weeks in a general circulation newspaper, with the last publication at least seven days prior to the "opt out" date deadline.

## PHASE 4 Initiate Operations

Once the formal approval process is complete, the BID officially enters its operational phase. The Board of Directors, has the full authority to manage or delegate management of the BID based on the enabling legislation and the BID Improvement Plan. This is an exciting and frequently frustrating period for the Steering Committee and property owners alike. It is important to establish reasonable expectations with property owners about the start up period necessary to initiate services to the BID. Property owners need to expect that a new BID will take a minimum of six to eight months to initiate services to the district.

Once the BID has been officially formed, the Steering Committee will turn its efforts to initiating services and setting up the legal and administrative operations of the BID.

### 1. FORM BYLAWS AND ARTICLES OF ORGANIZATION

The BID Steering Committee will draft BID Bylaws and Articles of Organization that will establish the governance of the BID. The Bylaws identify the composition of the Board of Directors and basic structure of the organization. Sample bylaws and articles of organization are included in Appendix 10.



#### CHECKLIST FOR SUCCESS

FORM BYLAWS and ARTICLES OF ORGANIZATION  
ESTABLISH INITIAL BOARD OF DIRECTORS and OFFICERS  
FILE FOR NON-PROFIT STATUS  
INITIATE COMMUNICATION WITH OWNERS/MEDIA  
SOLICIT RFPs for SERVICES FROM VENDORS  
HIRE STAFF  
HOLD FORMAL LAUNCH OF SERVICES

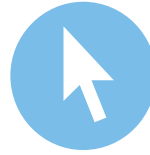
### 2. ESTABLISH THE INITIAL BOARD OF DIRECTORS

#### BID Management

BIDs are non-profit entities managed by a Board of Directors comprised of property owners or their representatives. The BID Board has a fiduciary responsibility for the BID budget, hires and oversees the staff of the BID. The Board should be representative of the variety of properties that make up the BID including commercial, residential, non-profit and institutional uses. Property owners may assign designees to serve as their representatives on the Board of Directors.

The BID Bylaws establish the composition of the Board of Directors. The Board of Directors should be a reasonable number of representative property owners in the BID. Terms for the initial Board should be staggered to ensure a smooth transition of incoming members. A mailing to all property owners will include information on the Board categories available and how to indicate interest in the position. The Steering Committee will vote and/or recommend the initial Board of Directors to the property owners for a vote of the membership.

Selecting the first BID Board President is essential in establishing the tone and stature of the organization. The initial Board President should be able to provide strong and consistent leadership during the startup phase. The President should be a fair and respected property owner with stature as a community leader.



#### TIPS FOR STARTING UP OPERATIONS

- ESTABLISH BID OFFICES
- STAFF
- OPEN BANK ACCOUNTS
- OBTAIN INSURANCE and ACCOUNTING SERVICES
- GENERATE BILL FROM COMMUNITY

The Steering Committee may recruit the first President based on the following criteria:

Community Stature · Leadership Ability · Fair · Well Respected

The Board can act as the management entity directly or contract with another organization for management staffing services. If a management entity is utilized, such entity is required to furnish a surety bond conditioned on the faithful performance of its duties. The local governing body may establish rules and regulations regarding the BID Board of Directors.

### 3. APPLY FOR NON-PROFIT STATUS

The BID will apply for non-profit status with the Internal Revenue Service. This action may be taken at any point in the BID planning process and filed once the BID has been formally adopted. Most BIDs operate as 501(c) (6) organizations which are similar to Chambers of Commerce. Some BIDs may choose to establish a 501(c) (3) organization as part of their structure or may evolve as a part of an existing downtown organization with 501(c) (3) status. This designation allows the BID to conduct tax deductible fundraising and other applicable activities.

#### Section 501(c) (3) Organization

An organization that is specifically exempted from income tax. It must meet certain criteria including:

**PURPOSE:** religious, charitable, scientific, testing for public safety, literary, educational purposes.

**EARNINGS:** Does not inure to the benefit of any private shareholder or individual.

**NOT LOBBYING:** no substantial activity to influence legislation.

**NOT POLITICAL:** does not participate on behalf of any candidate for public office.

#### Section 501(c) (6) Organization

**PURPOSE:** A business league devoted to the improvement of business conditions of one or more lines of business. The mission of a 501(c) (6) organization must focus on the advancement of the conditions of a particular trade or the interests of the community.

**EARNINGS:** It is not engaged in any regular business typically carried on by for-profits. Trade associations and professional associations are considered to be business leagues.

**LOBBYING:** lobbying as its primary activity without jeopardizing its exempt status.

### 4. COMMUNICATE WITH MEMBERS

Communications during this period is essential. Many members expect to see services immediately upon a vote to establish the BID. Regular communication with owners to document the activity that is happening behind the scenes will help establish reasonable expectations. The media is an important outlet to inform the broader community of progress with initiating operations of the BID. Stay visible, celebrate milestones and create newsworthy media opportunities.



#### TIPS FOR COMMUNICATION DURING STARTUP

- WEBSITE POSTINGS OR BLOGS
- PRESS RELEASES
- LISTSERVE NOTICES
- CABLE AND RADIO APPEARANCES
- NEWSLETTERS
- PHOTO OPPORTUNITIES
- PRESS KITS TO MEDIA
- PRESENTATIONS TO CLUBS AND CIVIC ORGANIZATIONS

## 5. HIRE STAFF

The BID should establish office space within the district and engage the necessary management staff to administer it in a professional and cost effective manner. The BID will operate under the direct control of the Board of Directors which will be responsible for staff management; and establishing fund accounts and internal controls.

The alternative to staff management directly by the Board of Directors would be contracting for management services to another organization. The Board of Directors would retain fiduciary responsibility for the BID but would not be solely responsible for the hiring and management of staff. The BID staff will work with the city/town to process invoices for BID fees. This should be done as soon as possible since the first mailing will be the most difficult.

### Staffing and Supervision

Most BIDs maintain a small professional staff to oversee the implementation and management of services and programs within the district. Staffing for a BID is contingent on the program size and budget. BID staff salaries should be in line with the professional staff responsibilities that are required for the position. Industry salary surveys are available to determine the appropriate salary ranges for professional BID staff. Typical staff will be charged with the following responsibilities:



### TIPS ON CHARACTERISTICS OF BID DIRECTOR

- KNOWLEDGE OF COMMUNITY
- STRONG COMMUNICATION SKILLS
- ENTHUSIASM
- COLLABORATIVE STYLE
- PEOPLE PERSON
- EDUCATION OR EXPERIENCE WITH BID PROGRAMS

### Executive Director

- Prepare the Financial Plan for review and approval by the BID Board.
- Arrange for the collection and disbursement of the BID fees, and all other charges, fees, and revenues of the BID.
- Establish procedures necessary to perform the functions called for under the Financial Plan and budget.
- Manage day to day operations of the Board, its employees, and contractors.
- Hire and supervise employees, agents and contractors as are needed to perform its function for the BID.
- Negotiate agreements with public and non-profit BID members.
- Handle requests, communication, and correspondence with elected officials and city/city/town agencies.
- Serve as primary spokesperson for the BID along with Chairperson.
- Ensure all requirements of MGL c. 400 are met.

### Operations Manager

- Administer the daily accounting requirements and internal controls.
- Coordinate contact with the Treasurers office.
- Maintain an internal set of records on fee payments, delinquencies and collections.
- Manage maintenance contractor including employee training, evaluations and coordination with vendor.
- Approve purchase orders, oversees inventory control.
- Research and evaluate equipment needs, recommends vendors.
- Coordinate preparation of annual budget.
- Establish protocols and service guidelines for all individuals and/or subcontractors providing services to the BID.
- Review BID procedure and personnel practices and productivity measures for all BID contractors
- Review and monitor deployment schedules for all field personnel providing services to the BID.
- Monitor program effectiveness and make recommendations to improve services as appropriate.
- Organize base office.

## **Marketing Manager**

- Manage media/public relations for BID.
- Develop communication materials for BID members and public.
- Create and update website.
- Coordinate Events.
- Manage media and cross promotional advertising programs.

## **6. SELECT VENDORS FOR PROGRAM SUCCESS**

Depending on the BID programs, Requests for Proposals should be advertised for BID services. BID Board Members should take an active role on subcommittees to review and select vendors to provide services for the BID.

Services may include:

MAINTENANCE  
GRAPHIC DESIGN  
EVENT ORGANIZING

LANDSCAPING  
PUBLIC RELATIONS  
LEGAL, INSURANCE AND ACCOUNTING

MARKETING  
WEBSITE DEVELOPMENT  
ECONOMIC DEVELOPMENT

## **7. SEND OUT INITIAL BILLING FOR BID ASSESSMENT**

## **8. FORMALLY LAUNCH SERVICES**

The formal launch of BID services should be considered an important media opportunity and important benchmark for property owners. Ongoing communication with property owners as services are launched and expanded will keep BID members updated on problems and program adjustments. This direct line of communication is important to ensure that owner expectations are acknowledged and taken into consideration. The BID will have contracts for services with vendors, appropriate staff and an administrative structure for the operation of the BID.

## **9. UPDATE IMPROVEMENT PLAN**

Every three years the BID will draft and mail a new BID Improvement Plan for the review and approval of its membership. The BID Improvement Plan must be approved by a majority of participating property owners. Updated plans should be submitted to the Massachusetts Department Housing and Community Development, MA Downtown Initiative.

## **10. AMEND, EXPAND OR DISSOLVE THE BID**

Amendments to the BID Improvement Plan that result in changes such as the following:

- additional improvements, or services which affect more that 25% of the total budget
- changes the fee structure
- changes the management structure
- boundary changes

are subject to the approval of the municipal governing body if they determine that it is in the public interest to adopt the proposed changes. The process requires a 30 day notice of a public hearing. Within 30 days of the public hearing, the municipal governing body may, at its sole discretion, declare the amendments approved or disapproved. If approved, such amendments become effective upon the date of the approval.

Any amendment to expand the district boundaries requires that any property owner added to the district be notified of the new boundaries. They may elect not to participate. The property owner must indicate in writing to the City/Town Clerk that they choose to “opt out” of the BID.

A BID may be dissolved by a petition to the municipal governing body and a decision by the governing body to authorize dissolution after a public hearing. The petition must contain the signatures of at least 51% of the assessed valuation or at least 51% of the property owners within the district. The BID must satisfy or pay in full any outstanding indebtedness, obligations, and liabilities and may not incur any new financial obligations. Any remaining revenues from the sale of assets are refunded to the property owners in the BID by applying the same formula used to calculate fees.

Appendix 1	Key Responsibilities Northampton Framework
Appendix 2	Sample Database Spreadsheet
Appendix 3	Project Plan Outline and Timeline
Appendix 4	SWOT
Appendix 5	Sample Survey
Appendix 6	Sample Budget
Appendix 7	Sample Municipal Baseline Services Form
Appendix 8	Sample MOU and Baseline Services
Appendix 9	Sample Vote Language
Appendix 10	Sample Bylaws and Articles of Organization



# Appendix 1      Key Responsibilities Northampton Framework

## Northampton BID

### Key Responsibilities:

#### **Steering Committee**

Supervises establishment of a business improvement district through start-up. Includes funding, staffing, leadership with property owners, stakeholders and city officials. Responsible for all deadlines and decisions.

#### **Consultant**

Advises the Steering Committee on the strategy and procedures to establish a business improvement district. Oversees the creation of the BID business plan. Attends all Steering Committee meetings. Serves as a resource to the Steering Committee to influence support for the BID. Supervises administrative staff responsible for the BID formation.

#### **Chamber/Administrator**

Provides clerical and administrative support to steering committee and consultant. Works with Steering Committee throughout petition process to gather signatures and verify them. Coordinates creation of marketing materials, distribution of BID plan, presentations and mailings.

#### **City**

Is a behind-the-scenes supporter of the BID. Provides real estate data base. Provides technical support including legal review for compliance, mapping, databases, service agreements, billing procedures. Coordinates local government participation and approvals.

## Phase One: Test the Feasibility

**Purpose:** Get agreement to formally explore the applicability and feasibility of forming a BID.

TASK	RESPONSIBLE PARTY			
	AD-HOC/ STEERING COMMITTEE	CONSULTANT	CHAMBER/ ADMINISTRATOR	CITY
Identify supportive private property owners.	✓			
Create database of property owners in proposed district.				✓
Identify possible funding sources.	✓			✓
Identify staffing and resources required.	✓	✓		
Educate stakeholders on BID concept.	✓	✓		
Identify & secure the funds for the BID development.	✓			

## Phase 2: Create the BID Improvement Plan

**Purpose:** Create the organizational framework for developing the BID plan and adoption.  
 Assemble the information needed to develop a BID Improvement Plan.

TASK	RESPONSIBLE PARTY			
	AD-HOC/ STEERING COMMITTEE	CONSULTANT	CHAMBER/ ADMINISTRATOR	CITY
Establish Steering Committee	✓			
Create a timeline for BID formation	✓	✓		
Review enabling legislation	✓	✓		
Identify and hire consultants.	✓			
Conduct summit to create framework for BID service plan.	✓	✓		
Create a government support team.				✓
Establish study area boundaries.	✓			
Create database of business and real estate	✓			✓
Draft baseline service agreements and participation agreements with local government.	✓			✓

## Phase 2: Continuation of Creating the BID Business Plan

**Purpose:** Develop a plan that is well-supported by property owners.

TASK	RESPONSIBLE PARTY			
	AD-HOC/ STEERING COMMITTEE	CONSULTANT	CHAMBER/ ADMINISTRATOR	CITY
Assess needs of the district.				
Focus Groups	✓	✓		
1-to-1 Meetings (selected)		✓	✓	
Surveys		✓	✓	
Forums	✓	✓	✓	
Finalize BID boundaries.	✓			
Define a program of services.	✓	✓		
Develop a BID budget.	✓	✓		
Develop an assessment methodology.	✓	✓		
Finalize City participation agreements.	✓	✓		✓
Create BID governance structure (Organization type, administration and staff).	✓	✓		
Create business plan document.		✓		
Distribute draft plan for review and comment.		✓		
Finalize BID business plan.	✓	✓		

### Phase 3: The Petition Process

**Purpose:** Acquire support necessary to finalize approval of the BID.

TASK	RESPONSIBLE PARTY			
	AD-HOC/ STEERING COMMITTEE	CONSULTANT	CHAMBER/ ADMINISTRATOR	CITY
Assess/Evaluate Individual Property Owner Support (Likely, Undecided, Unlikely, Unknown).	✓	✓		
Mobilize Steering Committee to “Sell” Bid.	✓	✓		
Prepare Marketing Materials.		✓	✓	
Educate Local Officials.			✓	
Organize and Launch Petition Campaign.	✓	✓		
Present to City Council for Approval.	✓			
Monitor Property Owners Throughout “Opt Out” Period.	✓			

### Phase 4: Initiate Services

**Purpose:** Create the BID.

TASK	RESPONSIBLE PARTY			
	AD-HOC/ STEERING COMMITTEE	CONSULTANT	CHAMBER/ ADMINISTRATOR	CITY
Hire Staff.	✓			
Establish Offices.	✓		✓	
Develop Billing and Collection System with City.			✓	✓
Elect Board of Directors	✓			
Create Work Program and Timetable.	✓			

## Sample Database Spreadsheet

[illegible]

## Appendix 3 Project Plan Outline and Timeline

### PROJECT PLAN

#### PHASE 1 Test the Feasibility

**Target Completion Date (Phase 1):**

ITEM	Target Start Date	Actual Start Date	Target Completion Date	Actual Completion Date
<b>1. Are Conditions Right For a BID?</b>				
· Property Mix				
· Stakeholder/Political Support				
· Stable Economic Base				
· Planned Developments				
<b>2. State Case for BID</b>				
· Develop Statement of Need				
<b>3. Introduce BID Concept</b>				
· Host Community Forums				
· Road Trips to Visit Working BIDs				
· Media Kit				
· Create FAQ				
· Create BID Fact Sheet				
· Other Information				
<b>4. Recruit Steering Committee</b>				
· Identify Members				
· Select a Chairperson				
· Create a Shared Vision				

## PROJECT PLAN (continued)

### PHASE 1 Test the Feasibility

**Target Completion Date (Phase 1):**

<b>5. Find Resources</b>				
· Start-up Budget				
· Staff/Volunteers/Consultants				
· Legal Counsel				
· Overhead Expenses				
· Printing				
· Develop Marketing Materials				
<b>6. Establish Preliminary Boundaries</b>				
· Develop a Base Map				
<b>7. Create a Database of Properties</b>				
· Assessor's Information for Proposed District				
· Create Spreadsheet with Needed Fields				
<b>8. Develop Plan Outline &amp; Timeline</b>				
· Create Benchmarks				

## PROJECT PLAN

### PHASE 2 Create the BID Improvement Plan

Target Completion Date (Phase 2):

ITEM	Target Start Date	Actual Start Date	Target Completion Date	Actual Completion Date
<b>1. Conduct Needs Assessment</b>				
<b>2. Community Outreach</b>				
· Community Forums				
· Surveys				
· Focus Groups				
· Websites				
<b>3. Write BID Improvement Plan</b>				
· Determine Programs and Services				
<b>4. Determine Budget</b>				
· Other Funding Options				
<b>5. Establish Fee Formula</b>				
<b>6. Develop Memorandum of Understanding</b>				
· Establish Baseline Services				
· MOU				
· Baseline Plus Agreement				
<b>7. Establish Billing Mechanism</b>				

## PROJECT PLAN

### PHASE 3 Conduct the Petition Process

Target Completion Date (Phase 3):

ITEM	Target Start Date	Actual Start Date	Target Completion Date	Actual Completion Date
<b>1. BID Petition</b>				
· BID Plan Program/Services				
· Budget				
· Fee Structure				
· Boundaries				
· Management Criteria				
· Hardship Criteria				
· Signatures				
<b>2. Organize Petition Campaign</b>				
· Review with Municipality				
· Staffing and Consultant (If Needed)				
<b>3. Mail information package</b>				
<b>4. Signature Campaign</b>				
· Editorial Support				
· Organize Properties				
· Signatures - Stakeholders				
· Signatures - Public				
· Assign and Solicit Calls to Steering Committee and Staff				
· Appoint Block Captains				
· Communicate Progress				

## PROJECT PLAN (continued)

### PHASE 3

**Target Completion Date (Phase 3):**

<b>5. Legislative Authorization Process</b>				
Notice of Public Hearing · Mailing · Advertise 1				
· Advertise 2				
Public Hearing				
Notice of Organization				
· Mailing				
· Advertise 1				
· Advertise 2				
Opt – out Period				

## PROJECT PLAN

### PHASE 4 Initiate Services

**Target Completion Date (Phase 4):**

ITEM	Target Start Date	Actual Start Date	Target Completion Date	Actual Completion Date
<b>1. Form Bylaws and Articles of Organization</b>				
<b>2. Establish Initial Board of Directors</b>				
<b>3. Apply for Non Profit Status</b>				
<b>4. Communicate With Members</b>				
· Website Postings or Blogs				
· Press Releases				
· Listserve Notices				
· Cable and Radio Appearances				
· Newsletters				
· Photo Opportunities				
· Press Kits to Media				
· Presentations to Clubs and Civic Organizations				
<b>5. Hire Staff</b>				
<b>6. Select Vendors for Program Services</b>				
· Prepare RFP				
· Review Proposal				
· Negotiate Contracts				

PROJECT PLAN

PHASE 4 Initiate Services

Target Completion Date (Phase 4):

ITEM	Target Start    Date	Actual Start Date	Target Completion Date	Actual Completion Date
7. Generate Assessor Invoice				
8. Formal Launch of Services				
· Establish BID Offices				
· Open Bank Account				
· Obtain Insurance & Accounting Services				
· Strategy for Communicating with BID Members				

### Conducting a SWOT or (OTSW)

#### What is it?

The granddaddy of focus group data gathering processes is the traditional SWOT and its updated offspring, OTSW Analysis. You can SWOT (or OTSW) a concept, a program, a department, a school, or a new initiative. You can even SWOT a person, although one must be careful when doing so.

When doing SWOT Analysis, remember that the S and the W are INTERNAL and the O and T are external. Traditionally, facilitators begin with the organization's **Strengths** and **Weaknesses** and then move out to the external **Opportunities** and **Threats**. Recent thinking prompts consideration first of the opportunities and threats existing in the "outside world" against which the institution can leverage its strengths and find conviction to correct its weaknesses. We like this reversal of the traditional order because it helps an organization place itself in context.

#### Method

Group Process Technique: Brainstorming

Purpose: To generate a large quantity of ideas in response to a stated problem or question.

The group is asked to generate as many responses to the following questions within a limited time frame (10-20 minutes per question). All responses are recorded verbatim and ideas are not judged until evaluation time.

Group Size: Can be used with any number of participants (large groups can be broken into smaller groups of 6-10 to maximize output)

Resources: Flip chart and markers

#### Procedure

1. Explain basic rules of brainstorming<sup>1</sup>:
  - a. Don't evaluate the idea; defer judgment.
  - b. Quantity is the goal.
  - c. The wilder the better.
  - d. Record each idea verbatim.
  - e. Tagging on or combining ideas is okay.
2. Begin brainstorming by asking the following questions:
  - a. What opportunities exist in our external environment?
  - b. What threats to the institution exist in our external environment?

Brainstorm these along the lines of:

- Political, economic, social, technology
- Market size and behavior
- Constituent behavior
- Benefits sought
- Potential new entrants
- Direct competitors' performance, strategies, capabilities, intentions

3. What are the strengths of our institution?
4. What are the weaknesses of our institution?

Brainstorm these along the lines of:

- Ability to design/innovate
  - Ability to source and produce
  - Ability to market and service
  - Ability to finance
  - Ability to manage
5. Record all ideas verbatim.
  6. After all ideas have been storyboarded and the time limit is up, categorize ideas into thematic groupings.

## Facilitator Notes To Wrap Up

1. Prioritization is a key factor in obtaining useful SWOT (OTSW) data, as the output from brainstorming will be significant. At the end of the small group reports, reduce the list of strengths and weaknesses to no more than five distinctive competencies and debilitating weaknesses:
  - a. Strengths that are distinctive competencies

Are those few things that your institution does best that constituents really care about and that set it apart from other market entries. Core competencies usually attract widespread agreement. An organization will focus on capitalizing on its distinctive competencies.
  - b. Weaknesses that are debilitating

Are those areas in which constituents expect and demand performance or competency and the institution is dangerously lacking. Debilitating weaknesses frequently attract widespread agreement. An organization will focus on correcting its debilitating weaknesses.
2. Reduce threats and opportunities to the five most critically important of each.

Questions to Consider when Evaluating OTSWs or SWOTs:

1. What will the institution gain if it does nothing? What will it lose?
2. What will the institution gain if it launches a successful initiative? What will it lose if it does not?

## SWOT(OTSW) MATRIX

1. What are the Threats and Opportunities present in the external marketplace that effect this school, department, program, project?
2. What are the Strengths and Weaknesses present inside the institution that effect this school, department, program, project?

<b>Opportunities</b>	<b>Threats</b>
<b>Strengths</b>	<b>Weaknesses</b>

## Appendix 5 Sample Survey

### Business Improvement District SURVEY

#### Newspaper or Website Insert

**Why do you go to downtown \_\_\_\_\_?**

- ☐ I Work There
- ☐ I Live There
- ☐ I Visit Often
- ☐ I Visit Occasionally
- ☐ I Hardly Ever Go

**Which of the following activities has brought you to  
Downtown \_\_\_\_\_ in the past year?**

- ☐ Shopping
- ☐ Eating At A Restaurant
- ☐ Seeking Medical Care
- ☐ Visiting A Professional Office
- ☐ Attending A Concert Or Other Performance
- ☐ Attending A Sporting Event
- ☐ Attending A Civic Event
- ☐ Visiting A Library Or Museum
- ☐ Going To An Entertainment Club
- ☐ Visiting City Hall Or Other Government Offices
- ☐ Attending A Class Or Lecture
- ☐ Attending Festivals
- ☐ Other \_\_\_\_\_

**How would you rate your typical, overall impression when  
you visit the downtown?**

- ☐ Great
- ☐ Very Good
- ☐ Average
- ☐ Poor

**Please Rate The Following Types Of Retail Businesses  
According To Your Preferences For Shopping And Dining In A  
Downtown Area? 0= Lowest 5=Highest**

National chains and franchise businesses	0 1 2 3 4 5
Locally owned one-of-a-kind shops	0 1 2 3 4 5
Large stores with large selections	0 1 2 3 4 5
Small specialty shops	0 1 2 3 4 5

**How Active Is The Downtown When You Are There?**

- ☐ Very Active
- ☐ Active
- ☐ Somewhat Active
- ☐ Not Very Active

**How convenient do you find the parking downtown?**

- ☐ Very Convenient
- ☐ Somewhat Convenient
- ☐ Not Very Convenient
- ☐ Inconvenient

**The most important improvement to the downtown would be to:**

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**Where Do You Live?**

- ☐ Springfield
- ☐ Westfield
- ☐ Hampden
- ☐ Chicopee
- ☐ Longmeadow
- ☐ Holyoke
- ☐ Agawam
- ☐ Ludlow
- ☐ West Springfield
- ☐ East Longmeadow
- ☐ Other

**Do you own property downtown?**

- ☐ yes
- ☐ no

**Sex**

- ☐ Male  
☐ Female

**Age**

- ☐ Less Than 20 years old  
☐ 20 To 30 years old  
☐ 30 To 40 years old  
☐ 40 To 50 years old  
☐ 50 To 60 years old  
☐ Over 60 years old

**How much do you agree with the following statements?**

- 5 = *Strongly Agree*  
 4 = *Somewhat Agree*  
 3 = *Agree*  
 2 = *Disagree*  
 1 = *Strongly Disagree*

**Downtown is:**

- \_\_\_\_\_ Is a safe place to work, visit, or live  
 \_\_\_\_\_ Is easy to get to by major roads and highways  
 \_\_\_\_\_ Is well maintained and attractive  
 \_\_\_\_\_ Has adequate opportunities to dine  
 \_\_\_\_\_ Has adequate opportunities for shopping  
 \_\_\_\_\_ Is a good location for more business and shops  
 \_\_\_\_\_ Is a good location for more office buildings  
 \_\_\_\_\_ Is a good location for cultural and entertainment uses  
 \_\_\_\_\_ Has attractive parks and open spaces  
 \_\_\_\_\_ Is a pleasant and easy place to walk  
 \_\_\_\_\_ contains important businesses and institutions that can help to attract other organizations and businesses  
 \_\_\_\_\_ Is a good place to build new or renovated housing for people desirous of urban living

**How important do you consider the following actions to Enhancing the downtown as the center of \_\_\_\_\_ ?**

- 5 = *Very Important*  
 4 = *Somewhat Important*  
 3 = *Important*  
 2 = *Not Important*  
 1 = *Necessary*

- \_\_\_\_\_ More places to shop  
 \_\_\_\_\_ More restaurants  
 \_\_\_\_\_ More cultural or arts events  
 \_\_\_\_\_ More sporting events  
 \_\_\_\_\_ More activities in the evenings  
 \_\_\_\_\_ Reuse and improvement of older buildings  
 \_\_\_\_\_ Greater public safety measures  
 \_\_\_\_\_ Restoration of historic buildings  
 \_\_\_\_\_ More parking  
 \_\_\_\_\_ More entertainment choices  
 \_\_\_\_\_ Hotel choices  
 \_\_\_\_\_ Improvements in the residential areas downtown  
 \_\_\_\_\_ Special seasonal attractions  
     (Ice skating, farmers markets other)  
 \_\_\_\_\_ Better public transportation

## Appendix 6      Sample Budget

### Sample Budget

#### INCOME

BID FEE Revenue	\$
PUBLIC Exempt IN KIND	\$
PUBLIC Exempt CASH	\$
NON PROFIT IN KIND	\$
NON PROFIT CASH	\$
DONATIONS	\$
SPONSORSHIPS	\$
GRANTS	\$

#### EXPENSES

	PROGRAM		PROGRAM		PROGRAM	
	CASH	INKIND	CASH	INKIND	CASH	INKIND
Personnel Costs						
Salaries, Benefits						
Contracted Services						
Insurance						
Rent						
Program Costs						
Reserves						
Events						
Training						
Equipment						
Furniture and Fixtures						
Maintenance/Repair						
Office Expense/Overhead						
Professional Fees/Consultants						
Postage						
Publications/Professional Memberships						
Rent/Utilities						
Parking/Transit						
Façade Program						
Landscaping						
Marketing						
Advertising						
Lighting Program						
Supplies						
Telephone/Fax/Internet						
Uniforms						
Travel						
Misc						
Total						

# Appendix 7 Sample Municipal Baseline Services Form

## Survey of Baseline Municipal Services Provided to Downtown Northampton

The following describes the services currently provided by this department in the downtown. Continuation of these services may be affected by future reductions in budget or personnel, or by other unforeseen circumstances that force citywide program reductions.

Department: Department of Public Works \_\_\_\_\_ Date: January 3, 2007  
 Director: Ned Huntley \_\_\_\_\_

TYPE OF SERVICE	DESCRIPTION OF SERVICE	STAFFING REQUIRED (HOURS PER WEEK)	GEOGRAPHIC AREA SERVED	FREQUENCY OF SERVICE
Maintenance	Street Sweeping	8	Downtown Business areas	Weekly (spring – fall)
Public Safety	Snow plowing/sanding	3 SMEO sand truck grader loader with plow	Downtown Business areas	Duration of event (Assume 16 hrs/event)
Maintenance	Snow removal	Loader Bombadier 5 dump trucks 7 personnel	Downtown Business areas	As required (Assume 16 hrs/event)
Special Programs	Permits (blocking off street or sidewalk, parking meter space, street performance, art vendors, sandwich board signs, tables and chairs, sidewalk occupancy and Pulaski Park)	3	Downtown Business areas	As requested
Maintenance	Parking Lots (trees, infrastructure repair)	2	Downtown Business areas	As required
Maintenance and Recreation	Pulaski Park (mowing, cleanup, snow plowing)	Variable	Pulaski Park	Weekly
Public Safety	Striping crosswalks and travel lanes	14	Downtown Business areas	Yearly
Special Programs	Decorations (Flags, Island flower pots)	1	Downtown Business areas	As requested
Maintenance	Visual Infrastructure (benches, bike racks, waste barrels, signals, etc..)	8	Downtown Business areas	As required/requested
Infrastructure & Maintenance	Underground Infrastructure (drain/ sewer/water)	Variable	Downtown Business areas	As required/requested

**BASE LINE SERVICES  
MEMORANDUM OF UNDERSTANDING  
by and between the  
CITY OF SPRINGFIELD  
and  
SPRINGFIELD BUSINESS IMPROVEMENT DISTRICT**

THIS BASE LINE SERVICES MEMORANDUM OF UNDERSTANDING, dated as of \_\_\_\_\_, 1998, and effective from the time of execution and delivery hereof, is made by and between THE CITY OF SPRINGFIELD, a body politic and corporate of the Commonwealth of Massachusetts (the "City"), acting by and through its Commissioner of Community Development with the approval of its Mayor, and the SPRINGFIELD BUSINESS IMPROVEMENT DISTRICT, a Business Improvement District established in the City of Springfield in accordance with Massachusetts General Laws c. 40O ("SBID").

**PRELIMINARY STATEMENT**

Chapter 173 of the Legislative Acts of 1994 was approved by the Governor of Massachusetts on November 7, 1994, to be effective February 5, 1995, as Chapter 40O of the Massachusetts General Laws (the "Enabling Act"), to authorize the creation and operation of Business Improvement Districts ("BIDs").

SBID has been organized to implement the purposes of the Enabling Act and the Improvement Plan within the District, and District members are willing to do so if the District has the support of the City as set forth in this Agreement.

In furtherance of the purposes of the Enabling Act, which hereby is incorporated by reference, in consideration of the mutual promises contained herein, and for other good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, the parties hereto agree as follows:

**AGREEMENT**

**ARTICLE I  
DEFINITIONS**

- 1.0 Definitions. Certain terms are defined in the heading and the recitals hereto. In addition to those definitions, as used in this Agreement, the following definitions shall apply:

"Agreement" means this SPRINGFIELD BUSINESS IMPROVEMENT DISTRICT BASE LINE SERVICES MEMORANDUM OF UNDERSTANDING between SBID and the City, and any other agreement amending or supplementing that Memorandum.

“Base Line Services” means the minimum level of the kind and quantity of Basic Services to be provided within the District by the City, as described more fully in Article II.

“Basic Services” means the following types of services to be provided and maintained by the City within the District:

- landscaping
- maintenance of public areas
- marketing and promotion
- police protection
- street and alley cleaning
- trash collection

“District” means the area within the geographic boundaries in downtown Springfield established as a BID and in the Improvement Plan approved in accordance with the Enabling Act.

“Fee” means the payment for services or improvements specified in the Improvement Plan to be paid by members of SBID.

“Improvement Plan” means the strategic plan for SBID approved by the City in accordance with the Enabling Act.

“Springfield” shall mean the area within the geographic boundaries of the City of Springfield.

## **ARTICLE II BASE LINE SERVICES**

### **2.0    City Services**

A. The City has provided to SBID copies of reports provided by various Departments of the City (collectively, the “Department Reports”), which are attached hereto as Exhibit A and made a part hereof. The Department Reports set forth the current standards, guidelines, parameters and service levels for Basic Services within the District.

B. The City shall, in the absence of the circumstances described elsewhere in this Article II, at all times during the periods described in Section 2.1, provide Basic Services of the kind and in the quantities described in the Department Reports (collectively, together with Section 2.0(C), below, the “Base Line Services”).

83904  
08/06/98

C. The City shall, in the absence of the circumstances described elsewhere in this Article II, at all times during the periods described in Section 2.1, provide as a Basic Service, financial and in-kind support for the marketing, development and promotion of downtown Springfield at least equal to the current levels of support for Spirit of Springfield, Inc., Springfield Business Development Corp. and the Greater Springfield Visitors and Convention Bureau, and shall coordinate those efforts and that support with the efforts of SBID.

D. In order to monitor the Base Line Services, the City agrees to collect and provide to SBID, reports from the applicable Departments of the City in form and content comparable to the Department Reports, for each fiscal year during the term of this Agreement. Proposed Department Reports, based on anticipated budget levels, shall be prepared and delivered at least two (2) calendar months prior to the start of each fiscal year. Beginning in April 1998, final Department Reports shall be submitted within two weeks after the approval of a final budget by the City Council.

E. Within thirty (30) days after the conclusion of each quarter of each fiscal year during the term of this Agreement, the City will provide to SBID quarterly reports, in form and content comparable to the Department Reports to reflect services delivered in the quarter just completed.

F. Each Department Report provided to SBID shall be signed by the department head.

## 2.1 Compliance with Level of Base Line Services

A. In the absence of the extenuating circumstances, and subject to the factors described elsewhere in this Article II, the City agrees to provide within the District the Base Line Services for each of the Basic Services throughout the initial period of authorization of SBID.

B. Should SBID be renewed as provided for in the Enabling Act, this Agreement shall be extended for each succeeding period of operation.

C. The Base Line Services assume an average level of demand and activity. The parties recognize that Basic Services provided on any particular day or period may vary based on special events, such as festivals, sports events, parades or conventions, or weather conditions, such as snow storms or electrical storms, or unanticipated short-term demands outside the District. However, it is the expectation of the parties that on the substantial majority of days in any year, the City will perform each of the Basic Services at no less than the level of Base Line Services.

83904  
08/06/98

D. Subject to agreement by and between the City and SBID, the Base Line Services may be adjusted to reflect new methodologies and policies, such as the institution of other forms of community-based police enforcement, expanded joint marketing among the City, SBID and SBID members, or more efficient cleaning and maintenance programs. With each renewal of SBID, the parties will consider changed circumstances, provided that the basic thrust and intent of this Agreement is maintained in any adjustment.

## 2.2 Modifications

A. The following principles shall apply with regard to the provision, suspension, diminution or increase of Basic Services within the District:

1. No decrease or suspension in Basic Services shall occur within the District unless there is an overall decrease or suspension in services necessitated by changes in funding, policy or resources, and then only in proportion to the decreases implemented throughout Springfield.

2. Any increase in Basic Services generally throughout Springfield shall be matched with increases in such services within the District, in proportion to increases implemented elsewhere within Springfield.

B. Except as provided in 2.2(A), above, this Memorandum of Understanding may be amended only by a written agreement duly executed on behalf of both the City and SBID.

C. Nothing in this Agreement shall limit the rights of the members of the District from dissolving the District, as provided in the Enabling Act.

## 2.3 Extenuating Circumstances

A. The City shall maintain Basic Services at the levels specified in Sections 2.0 (B)-(C), except as such levels of service are affected by the circumstances described in Sections 2.2 and

The City's agreements herein shall not supersede any obligation of the City pursuant to the United States or Massachusetts Constitution, the City Charter, applicable federal, state or local law or ordinance, or the lawful order of a court of proper jurisdiction.

B. In the event of extreme emergency, as declared by the Mayor of the City or the Governor of the Commonwealth of Massachusetts, Basic Services may be temporarily discontinued or reduced in all or part of the District, notwithstanding the continuation of such services elsewhere in Springfield. The parties acknowledge that such circumstances are likely to be highly unusual and temporary in nature, and that Base Line Services will

83904

08/06/98

be restored at the earliest opportunity.

- 2.4 Authorization for the District. To the extent necessary, the City hereby authorizes SBID, in its role as administrator for the District, to engage in services supplemental to all Basic Services within the public streets, roads, sidewalks and alleys to the fullest extent, but not beyond that, permitted by the Enabling Acts.
- 2.5 Future Arrangements. The parties acknowledge that the City and SBID may in the future arrange to have certain Basic Services performed by SBID under contract with the City.

### **ARTICLE III BASE LINE PLUS**

- 3.0 Services and Capital Improvements. The City is a property owner in the District, and is exempt from the Fees which will be assessed to participating property owners in the District. As a property owner and as a representative of the citizens of Springfield, the City will benefit from the enhancements and supplemental services of the SBID Improvement Plan within the District. In recognition and consideration of such benefits and services, the City agrees to provide services, and to construct, renovate or implement the capital improvements, described on Exhibit B (hereinafter referred to as "Base Line PLUS Services"), provided that the timing and pace of the capital improvements shall be subject to the City's budgetary constraints and appropriation of funding.

### **ARTICLE IV SUPPORT FOR SBID**

- 4.0 Indemnification. The City hereby agrees to include SBID among the non-profit entities entitled to indemnification as to their officers, directors and employees for monetary loss sustained by SBID due to acts of negligence of such individuals while in the performance of their duties as directors, officers and employees of SBID.
- 4.1 Insurance and Indemnification. The SBID shall obtain and maintain for the period in which the Agreement is in effect, insurance as to liability and casualty, property damage or injury to persons, at levels reasonably acceptable to the City. The City shall be named as an additional insured, and to the extent of such insurance, the City shall be indemnified as to claims filed with regard to acts or omissions of SBID. SBID shall provide certificates of insurance to the City on or before July 1 of any given year in which the Agreement is in effect. Such insurance shall be procured through an insurer licensed and authorized to conduct business in Massachusetts.

83904

08/06/98

## ARTICLE V BILLING AND COLLECTION

- 5.0 Billing. As provided in the Enabling Act, the City, through the Treasurer's/ Collector's Office and/or other departments, will provide all necessary billing services for SBID, including the identification and maintenance of a register of all properties within the District, the preparation and mailing of bills for SBID Fees and the inclusion of SBID reports and summaries in any material included with an annual (or more frequent) bill.
- 5.1 Collection and Enforcement. As provided in the Enabling Act, the City, through the Treasurer's/Collector's Office, will collect the Fees and transmit all amounts collected not less often than bi-weekly in the first four (4) months of each fiscal year (or part thereof covered by a billing), and monthly during the balance of the year, to SBID by check to an account maintained at a local bank. Collection and delinquency reports shall be provided monthly. In addition, the City shall follow its customary procedures in collecting and enforcing claims against delinquent taxpayers in connection with collection of the Fees.

## ARTICLE VI MISCELLANEOUS PROVISIONS

- 6.0 Conflicts of Interest; City Representatives Not Individually Liable. No member, official, representative, contractor or employee of the City shall have any personal interest, direct or indirect, in this Agreement, nor shall any such member, official, representative, contractor or employee participate in any decision relating to this Agreement which affects his personal interests or the interest of any corporation, partnership or association in which he is, directly or indirectly, interested. No member, official, representative, contractor or employee of the City shall be personally liable to SBID or any successor in interest in the event of any default or breach by the City.
- 6.1 Invalidity of Particular Provisions. If any term or provision of this Agreement or the application thereof to any person or circumstance shall to any extent be invalid or unenforceable, the remainder of this Agreement shall be valid and shall be enforced to the fullest extent of the law.
- 6.2 Third Party Beneficiary. Nothing contained in this Agreement shall be construed to confer upon any other party the rights of a third party beneficiary, except as may be otherwise specifically provided for herein.
- 6.3 Counterparts. This Agreement may be executed in any number of counterparts, each of which, when so executed and delivered, shall be an original; but such counterparts together shall constitute but one and the same Agreement.

83904

08/06/98

- 6.4 Force Majeure. The provisions of this Agreement are subject to the following limitations: if by reason of acts of God; strikes, lockouts or other industrial disturbances; acts of public enemies; orders of any kind of the United States of America or the Commonwealth of Massachusetts, or any department, agency, political subdivision or official thereof, or any civil or military authority; insurrections; riots; epidemics; landslides; lightning; earthquakes; fires; hurricanes; storms; floods; washouts; droughts; arrests; restraint of government and people; civil disturbances; explosions; breakage or accident to machinery; partial or entire failure of utilities; or any cause or event not reasonably within the control of a party hereto, that party is unable in whole or in part to carry out its agreements referred to in this Agreement, the affected party shall not be deemed in default during the continuance of such inability. The affected party shall use reasonable efforts to remedy with all reasonable dispatch the cause or causes preventing it from carrying out its agreements; provided, that the settlement of strikes, lockouts and other industrial disturbances shall be entirely within the discretion of the affected party, and the affected party shall not be required to make settlement of strikes, lockouts and other industrial disturbances by acceding to the demands of the opposing party or parties when such course is, in the judgment of the affected party, unfavorable to the affected party.
- 6.5 Licenses and Permits. The City will facilitate to the fullest extent possible any necessary application by SBID for permits, licenses or other approvals not specific to a particular property.
- 6.6 Assignment. This Agreement may not be assigned by the City or SBID, without the prior written approval of the other.
- 6.7 Execution by SBID. SBID and the undersigned officer of SBID hereby warrant and represent that the undersigned officer of SBID has been duly authorized and directed by SBID to execute this Agreement, to bind the SBID to this Agreement and to affix SBID's corporate seal to this Agreement.
- 6.8 Governing Law and Exclusive Forum. This Agreement shall be governed by, construed under and enforced in accordance with Massachusetts law without regard to conflict of law principles. Any claim or action arising under or relating to this Agreement may be brought only in the Hampden County Superior Court or in the United States District Court for the District of Massachusetts sitting in Springfield, Massachusetts, and the City and SBID hereby agree that venue is proper, and shall only be proper, in such forums.

83904  
08/06/98

- 6.9 Headings. The headings in this Agreement are set forth only for convenience, and the headings shall not be considered in the construction, interpretation or enforcement of the terms or obligations contained in this Agreement.

EXECUTED as a sealed instrument in two (2) or more counterparts as of the date first set forth above.

SPRINGFIELD BUSINESS  
IMPROVEMENT DISTRICT

By 

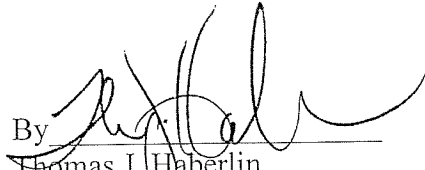
F. William Marshall, Jr.

Chairman

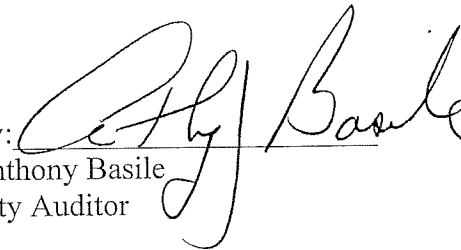
Springfield Business Improvement District

83904  
08/06/98

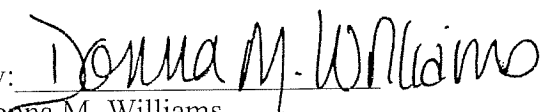
CITY OF SPRINGFIELD

By   
Thomas J. Haberlin  
Commissioner of Community Development

AC N/A  
APPROVED AS TO APPROPRIATION:

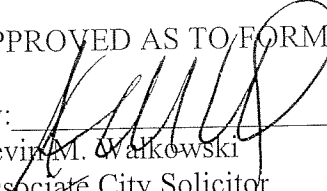
By:   
Anthony Basile  
City Auditor

REVIEWED BY:

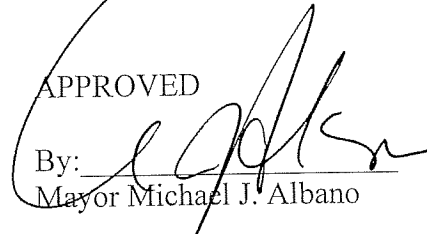
By:   
Donna M. Williams  
Chief Financial Officer

83904  
08/06/98

APPROVED AS TO FORM

By:   
Kevin M. Warkowski  
Associate City Solicitor

APPROVED

By:   
Mayor Michael J. Albano

83904  
08/06/98

**EXHIBIT A**  
**DEPARTMENT REPORTS**

83904  
08/06/98

## **DOWNTOWN MANAGEMENT DISTRICT BASELINE SERVICES**

### **SPRINGFIELD DEPARTMENT OF PUBLIC WORKS**

The following statement describes the services which the Springfield Department of Public Works provides in the Downtown Management District, unless further budget reductions or other unforeseen circumstances force city wide program reductions. Also, programs and services to a specific area or which are special in nature are conditional upon all city wide services being fully staffed and functional. It should be clearly understood that the Springfield DPW is working with no excess personnel thus all services provided are conditional upon staff availability.

**Rubbish Collection** - Municipal Solid Waste is collected on a weekly basis at curbside from existing businesses from throughout the downtown management district. Plans are to continue this service as part of the baseline service to those downtown business groups. Rubbish is collected only if it is containerized in a manner which is acceptable to the DPW and meets local ordinances. Debris is not allowed to be containerized in cardboard boxes due to the potential for rain to collapse the boxes and create a litter situation.

**Recycling** - The DPW is working to bring more and more businesses in the downtown management district into its recycling plan. Several are now recycling regularly by separating waste paper, glass and cans. The DPW typically collects the separated recyclable wastes on a bi-weekly basis on the same day as regular rubbish collection to minimize confusion on collection day practices. We plan to aggressively pursue and develop greater participation by the businesses in the downtown management district in our recycling effort.

**Street Sweeping/ Cleaning** - The City of Springfield maintains an aggressive street cleaning operation during warm weather conditions. The main arteries as well as all secondary streets located in the downtown management district are swept on a nightly basis five days per week (Wed thru Sun) as long as personnel and equipment are available. In addition, the use of one of the city's fleet of three

Mad-vacs is used in the downtown management district area on a daily basis when a driver is available for this operation. It is anticipated that both the sweeping and mad-vac operations will continue indefinitely as needed to maintain the cleanliness of downtown streets.

**Litter Barrels** - The Springfield DPW has recently completed a three year program to manufacture, site and maintain newly designed litter receptacles for all heavily trafficked and popular pedestrian commercial areas throughout the city. To meet this end the City has installed more than 175 (60 of which are located in the downtown area) of the new receptacles throughout its main commercial areas including the downtown management district. The barrels are located strategically throughout the main arteries and are maintained on as regular a basis as possible by the DPW. It is not anticipated that any further barrels will be placed in the downtown business district under this plan.

**Mayor's Clean City Program** - For the past decade the City of Springfield and its DPW has supported a variety of cleaning and beautification efforts in the community as part of its Clean City Program. Currently the program offers clean up services for helping to keep the City free of litter. The Clean City Program currently provides short term project specific assistance in the B-I-D target area. In addition the workfare personnel component of this program has been utilized to conduct operations as diverse as graffiti removal and painting of street lamps to terrace beautification. The DPW which oversees and develops many of the specific job goals of this program plans to continue its development on an as needed basis regarding the cleanliness needs of the downtown area. In addition, this program acts as an adjunct to the DPW personnel needs during many of the special events which are staged in the downtown management district such as the "Taste of Springfield" and the City's Fourth of July celebration. Currently the DPW works on an overtime basis to meet the needs of these special events.

**Road and Sidewalk Maintenance** - The Springfield DPW maintains all the public roads and most of the sidewalks in the downtown management district. Road snow removal, sanding, pothole repair and general safety maintenance and construction all are under services provided by the DPW. The department maintains a 24 hour pothole hot line to further assist the public in helping us to identify problem areas which need our immediate attention.

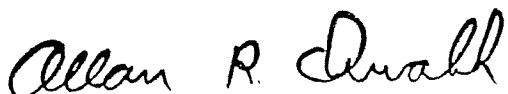
**Traffic Engineering** - All of the street traffic flow and traffic operations are

designed and implemented in the downtown management district by the DPW Traffic Engineering Division. Also included in this is the creation and maintenance of all traffic signs and traffic lights in the area. In addition, a regularly maintained program of crosswalk and street line painting helps to assure both the aesthetic as well as safety quality of the downtown district. This DPW division also maintains and operates the parking meters throughout the downtown management district including several free holiday parking programs which have been essential to the commercial health of the district in the past few years.

**Street Lighting** - The Springfield DPW works closely with Western Massachusetts Electric Company to monitor and recommend policies regarding the lighting of our city streets especially those in the downtown business district.

The city or any of its citizens can report any burnt out street lights directly to a WMECO repair telephone line to assure immediate service in the downtown business district. Finally a significant plan for the implementation of decorative lighting has been completed in the downtown management district in recent years which the DPW continues to oversee in regards to ongoing recommendations and changes that may become necessary.

**Storm Drain Catch Basins** - The DPW inspects, cleans and deodorizes all storm drain catch basins in the downtown management district on a regular basis to maintain problem free operation and to minimize the potential for localized flooding and related problems.



Allan R. Chwalek, Acting Director  
Springfield Department of Public Works  
July 1, 1997

## BUSINESS IMPROVEMENT DISTRICT / BASELINE SERVICES

The Traffic Bureau investigates automobile accidents, provides traffic control during special events and enforces motor vehicle laws. Their response into the BID area fluctuates.

### Community Policing

CP is a collaborative effort between the police and community that identifies problems of crime and disorder and involves all elements of the community in the search for solutions to these problems.

Community Policing ( CP ) Sector E presently has the following boundaries:

North- Route 291/B+A RR/ Warwick Street  
South- Mill River  
East- Walnut St./Federal St./Armory St.  
West- Connecticut River

Presently, there are nine police officers assigned to Sector E ( 1-Captain, 1-Sergeant, 7-patrol officers)

Sector E CP Officers are proactive by design and patrol at various times by various modes of travel ( foot, automobile or bicycle ) and frequently are inside the proposed BID boundaries.

Sector E has three Community Service Offices ( CSO ) with one located within the BID boundaries: Tower Square. This CSO is staffed by civilians and is open at various times during the business day.

**Special Events** draw personnel from various divisions of the department. The type of event will dictate the strength and distribution of police personnel.

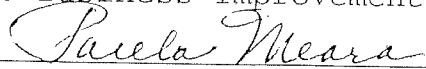
Historically, during the **holiday season** additional officers are deployed within the BID boundaries. This initiative in the past has been predicated on the availability of personnel and funding.

Over the past several years, the style of policing in Springfield has been moving from the traditional style to Community Policing. Problem Solving within the BID boundaries is and will be the foundation for policing in that area.

Personnel from other divisions, bureaus and units move in and out of the BID boundaries at various times during the day. Many of these strategic deployments focus on solving particular problems ( i.e. gang activity ).

## BUSINESS IMPROVEMENT DISTRICT / BASELINE SERVICES

The following describes the services which the Springfield Police Department provides in the area of the proposed Business Improvement District (BID).



6/26/97

Paula Meara, Chief of Police

### POLICE

Baseline Services are derived from two sources:  
Uniform Divisions and Community Policing Teams.

The BID is located in Police District Two and Community Policing Sector E.

### Uniform Division

The units mission is primarily crime prevention and answering citizen calls for service.

Police District Two has the following boundaries:

North- Lyman Street  
South- Mill Street  
East- Maple Street  
West- Connecticut River

This district is covered twenty - four hours a day, seven days a week, by a two officer cruiser. Additional response, if necessary, is provided by bordering Police Districts: one, six and three.

The Uniform Division also augments the crime prevention initiative in the metro area with walking officers assigned to posts and mounted patrol officers.

Walking Posts 100 to 102 are generally covered.

The boundaries of these posts are:

North- Liberty Street  
South- State Street  
East- Dwight Street  
West- Connecticut River

Mounted Patrol Officers are assigned to special events as well as routine patrol in the metro area. Generally the Mounted Patrol works during daylight hours.

The boundaries of the mounted patrol posts in the metro area are:

North- Liberty Street  
South- State Street  
East- Chestnut Street  
West- Connecticut River

# Appendix 9      Sample Vote Language

## VOTE 1

**Voted:**

That the Petition Pursuant to Massachusetts General Laws Chapter 400 to Establish the Northampton Business Improvement District, filed December 10, 2008, satisfies the purposes set forth and the establishment criteria of Massachusetts General Laws Chapter 400; and

That the Northampton Business Improvement District is hereby declared established and organized pursuant to the Petition Pursuant to Massachusetts General Laws Chapter 400 to Establish the Northampton Business Improvement District, filed December 10, 2008, with those boundaries and service area as specifically set forth in Exhibit "A" and Exhibit "B" to said Petition (a copy of said Petition together with all Exhibits is attached as a part of this order).

## VOTE 2

**Voted:**

To Authorize Mayor Higgins to enter into a Memorandum of Understanding including those terms and obligations as is set forth in that certain Northampton Business Improvement District, Improvement Plan, Exhibit "C" to Petition Pursuant to Massachusetts General Laws Chapter 400 to Establish the Northampton Business Improvement District, filed December 10, 2008.

# Appendix 10 Sample Bylaws and Articles of Organization

## Corporate Bylaws of WESTFIELD BUSINESS IMPROVEMENT DISTRICT, INC.

### ARTICLE I Name

Section I.1 Name, Location and Purposes. The name and purposes of the Corporation shall be as set forth in the Articles of Organization. The powers of the Corporation and of its Directors and Members, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization. All references in these bylaws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as from time to time amended or restated.

### ARTICLE II Members

Section II.1 Members. The incorporator, and all persons who own real estate in the geographic area of the Westfield Business Improvement District as approved, from time to time, by the City Council of the City of Westfield, except the owners of residential condominiums and of residential buildings with less than four (4) units, shall be eligible to be Members of the Corporation. The incorporator and such eligible property owners who elect to participate in the Westfield Business Improvement District, or a designated representative in the case of a corporate or other institutional owner, and who are elected as provided below, shall be Members of the Corporation. No Member who is more than six (6) months in arrears in any payment due to the Corporation shall be entitled to vote on any matter submitted for vote or consideration by the Members.

Section II.2 Associate Members. All other persons who are interested in the goals and purposes of the Corporation are eligible to be elected as Associate Members. An Associate Member shall not be entitled to vote as a Member.

Section II.3 Election of Members. The Members or the Board of Directors, at any meeting, may elect as Members those persons eligible for Membership in accordance with paragraph 2.1, above, and any person proposed thereat as an Associate Member.

Section II.4 Term. The term of each Member shall continue until the death, incapacity or lawful resignation of the Member, or until the Member shall no longer be eligible, in accordance with Section 2.1 hereof, whichever shall first occur. The term of each Associate Member shall be one (1) year or until adjournment of the Annual Meeting of Members following the election of said Associate Member, whichever first occurs. Newly elected Members and Associate Members shall take office as soon as practicable following the adjournment of the meeting at which they are elected.

## ARTICLE III

### Meetings of Members

Section III.1 Place. Meetings of Members may be held anywhere in Hampden County, Massachusetts, at such place as is stated in the call or notice.

Section III.2 Annual Meetings. The Annual Meeting of the Members shall be held on the third Thursday in the month of September, if it is not a legal holiday, and if it is a legal holiday, then on the next succeeding day not a legal holiday, at such hour and place as the Chair or the Clerk may determine. Purposes for which an Annual Meeting is to be held, in addition to those prescribed by law, by the Articles of Organization, and by these bylaws, may be specified in the Notice of Meeting. If such Annual Meeting is omitted on the day herein provided therefor, a Special Meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the Annual Meeting, and in such case such reference in these bylaws to the Annual Meeting of the Members shall be deemed to refer to such Special Meeting.

Section III.3 Special Meetings. Special Meetings of the Members may be called by the Chair or by the Directors, and shall be called by the Clerk, or in case of the death, absence, incapacity, or refusal of the Clerk, by any other Officer, upon written application of two (2) or more of the Members entitled to vote thereat. Such call shall state the time, place and purpose of the meeting.

Section III.4 Notice of Meetings. A written notice of each meeting of the Members, stating the place, day and hour thereof and the purposes for which the meeting is called, shall be given by the Clerk to each Member at least seven (7) days before the meeting by leaving such notice with such Member or at such Member's residence or usual place of business, or by mail, facsimile or telephone, directed to such Member at such Member's address as it appears upon the books of the Corporation. In case of the death, absence, incapacity or refusal of the Clerk, such notice may be given by any other Officer or by a person designated either by the Clerk or by the person or persons calling the meeting or by the Board of Directors. No notice of the time, place, or purposes of any regular or special meeting of the Members shall be required to be given to any Member who executes a written waiver of notice thereof, or who attends such a meeting.

Section III.5 Quorum of Members. At any meeting of the Members, twenty (20) Members present in person or by proxy shall constitute a quorum, but a lesser number of Members may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the Members present and voting in person or by proxy shall, except where a larger vote is required by law or by these bylaws, decide any matter brought before such meeting.

Section III.6 Consent in Lieu of Meeting. Any action by the Members may be taken without a meeting if a written consent thereto is signed by all the Members and filed with the records of the Members' meetings. Such consent shall be treated as a vote of the Members for all purposes.

## ARTICLE IV

### Board of Directors

Section IV.1 Composition and Term. The Members at their Annual Meeting, or at a Special Meeting called for that purpose, shall elect a Board of Directors of eleven (11) persons, to take office immediately upon election and to serve, in accordance with law and these bylaws, for terms of three (3) years each, and until his or her successor is elected and qualified; provided that, in implementing

this section, the Directors shall be divided into three (3) groups, as nearly equal in number as possible, and the Directors in each group shall be elected, respectively, for terms of one (1), two (2) and three (3) years, so that the terms of approximately one-third (1/3) of the Directors will expire in each year.

Section IV.2 The Board of Directors shall have the following minimum representation, when there are no vacancies:

- a. One (1) Director nominated by the Mayor of Westfield;
- b. Three (3) Directors who are the owners or the designated representatives of the owners of property within the District assessed at or in excess of \$\_\_ million;
- c. Three (3) Directors who are the owners or the designated representatives of the owners of property within the District assessed below \$\_\_ million;
- d. One (1) Director who represents the owner of property within the District which is a not-for-profit entity; and
- e. Three (3) other Directors who are owners or designated representatives of owners of property within the District.

All Directors shall at all times be voting Members of the Corporation or designated representatives of voting Members of the Corporation.

Section IV.3 Powers. The Board of Directors shall have and may exercise all the powers of the Corporation. Except as limited by law, and subject always to the oversight and supervision of the Board of Directors, the Board of Directors may by vote, contract or otherwise, delegate or otherwise make provision for the proper management and operation of the Corporation.

Section IV.4 Regular Meetings. Regular meetings of the Board of Directors shall be held at such places, within or without the Commonwealth of Massachusetts, and at such times as the Board of Directors may from time to time determine. Written notice of a regular meeting of the Board of Directors shall be given at least seven (7) days before the meeting by leaving such notice with the Director or at the Director's residence or usual place of business, or by mail, facsimile or telephone, directed to such Director at the Director's address as it appears upon the books of the Corporation. No notice to the Directors shall be required for any regular meeting held at a time and place fixed in advance by the Board of Directors, if notice of the times and places so fixed for regular meetings shall have been given to such Director within the same calendar year, in writing, as specified above.

Section IV.5 Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place, within or without the Commonwealth of Massachusetts, when called by the Chair or by two (2) or more Directors, reasonable notice thereof being given to each Director by the Clerk, or, in case of the death, absence, incapacity, or refusal of the Clerk, by the Chair or Directors calling the meeting, or at any time without call or formal notice, provided all the Directors are present or waive notice thereof by a writing which is filed with the records of the meeting. In any case, it shall be deemed sufficient notice to a Director to send notice by mail, at least forty-eight (48) hours before the meeting, or by facsimile, telephone or hand-delivery, at least twenty-four (24) hours before the meeting, addressed to the Director at the Director's usual or last known business or residence address.

Section IV.6 Annual Meetings. The Annual Meeting of the Directors shall be held immediately after the Annual Meeting of the Members' at such hour and place as the Chair or the Clerk

may determine. Purposes for which an Annual Meeting is to be held, in addition to those prescribed by law, and by these Bylaws, may be specified in the Notice of Meeting. If such Annual Meeting is omitted on the day herein provided therefor, a Special Meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the Annual Meeting, and in such case such reference in these Bylaws to the Annual Meeting of the Directors shall be deemed to refer to such Special Meeting. A written notice of the Annual Meeting or meeting in lieu thereof, stating the place, day and hour thereof and the purposes for which the meeting is called, shall be given by the Clerk to each Director at least seven (7) days before the meeting. In case of the death, absence, incapacity or refusal of the Clerk, such notice may be given by any other Officer or by a person designated either by the Clerk or by the person or persons calling the meeting or by the Board of Directors.

Section IV.7 Quorum. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the affirmative vote of a majority of the Directors in attendance thereat and voting on the question shall, except where a larger vote is required by law or by these Bylaws, decide any question brought before such meeting.

Section IV.8 Meeting by Telecommunication. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear such others at the same time, and participation by such means shall constitute presence in person at a meeting.

Section IV.9 Waiver of Notice. Notice of any meeting may be waived if each Director, by a writing filed with the records of the meeting, waives such notice or attends such meeting.

## ARTICLE V Committees

Section V.1 Nominating Committee. The Board of Directors may from time to time create a Nominating Committee, which shall submit, at any regular or special meeting of the Corporation or of the Board of Directors at which an election or elections are to be held, nominations for membership or for any offices, directorships or committee memberships to be filled at such meeting, whether due to expiration of term, vacancy or otherwise. The Nominating Committee may make rules not inconsistent herewith for the holding and conduct of its meetings.

Section V.2 Other Committees. The Board of Directors or the Chair may, from time to time, create and abolish such other committees as may be necessary or desirable for the conduct of the business of the Corporation. Except as the Directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted in a manner similar to that provided in these bylaws for the Directors.

Section V.3 Quorum. A majority of the members of any Committee shall constitute quorum for the transaction of business, but a lesser number of members may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the members of such committee present thereat and voting shall decide any matter brought before such meeting.

## ARTICLE VI

### Officers

Section VI.1 Election. The Officers of the Corporation shall consist of a Chair, a Vice Chair, a Treasurer and a Clerk. Other Officers, their powers and their terms of office, may be prescribed by a majority of Directors from time to time. All Officers shall be elected by the Directors at any meeting thereof.

Section VI.2 Qualification and Powers. Each Officer, except the Clerk, shall be a Director. So far as is permitted by law, any two (2) or more offices may be filled by the same person. Subject to law and to the other provisions of these Bylaws, each Officer shall hold office for a term of one (1) year and until a successor is elected and takes office, or until the Officer sooner dies, resigns, is removed, or becomes disqualified. Each Officer shall, subject to these Bylaws, have in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to the office and such duties and powers as the Board of Directors shall from time to time designate.

Section VI.3 Chair. The Chair shall be the chief volunteer officer of the Corporation and, shall have and discharge such duties as the Board of Directors shall, from time to time, direct. The Chair shall preside at all meetings of the Board of Directors and the Executive Committee, if there be one.

Section VI.4 Clerk. The Clerk or a designee shall keep the records of all meetings of the Board of Directors and committees of the Board.

Section VI.5 Treasurer. The Treasurer shall, subject to the direction and under the supervision of the Board of Directors, have general charge of the financial concerns of the Corporation and the care and custody of the funds, securities, and valuable papers of the Corporation, except the Treasurer's own bond, if any, and shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations and orders for the payment of money payable to the Corporation or its order, and to accept drafts on behalf of the Corporation. The Treasurer shall keep, or cause to be kept, accurate books of account, which shall be the property of the Corporation, and, if required by the Board of Directors, shall give bond for the faithful performance of the duties of the office in such form, in such sum, and with such sureties as the Board of Directors shall require.

## ARTICLE VII

### Resignations, Removals and Vacancies

Section VII.1 Resignations and Removals. A Director, Officer or agent may resign at any time by delivering his or her resignation in writing to the Chair or Clerk or to a meeting of the Board of Directors. The Members may, by vote at any meeting called for the purpose, remove from office any Director or Directors, with or without cause. The Board of Directors may remove from office any Director, with or without cause, by vote of two-thirds (2/3) of the Directors then in office, exclusive of the Director who is the subject of the vote. The Board of Directors may remove from office, with or without cause, any Officer appointed or elected by the Board or terminate or modify the authority of any such Officer or any agent.

Section VII.2 Vacancies. If the position of any Director becomes vacant, by reason of death, resignation, removal, disqualification or otherwise, a successor may be elected by a majority of the Directors then in office, which election may be held at the same meeting at which a former Director resigns or is removed. Any vacancy on any committee of the Board may be filled by a majority of the Directors then in office. If any office becomes vacant, the Board of Directors may elect or appoint a

successor, by vote of a majority of the Directors present and voting. Each such successor shall hold office for the unexpired term and until a successor shall be elected or appointed and qualified, or, if sooner, until death, resignation, removal or disqualification. The Board of Directors shall have and may exercise all its power notwithstanding the existence of one (1) or more vacancies in its number.

## ARTICLE VIII Indemnification

Section VIII.1 Officers and Directors. The Corporation shall, to the extent legally permissible, indemnify its Officers and Directors, and their respective heirs, executors, administrators or other representatives from any costs, expenses, attorney's fees, amounts reasonably paid in settlement, fines, penalties, liabilities and judgments incurred while in office or thereafter by reason of any such Officer or Director's being or having been an Officer or Director of the Corporation or by reason of such Officer or Director's serving or having served at the request of the Corporation as Director, Officer, employee, or other agent of another organization, or in any capacity with respect to any employee benefit plan, unless with respect to the matter as to which indemnification is sought the Officer or Director shall have been or is adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. Such indemnification may include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person to be indemnified to repay such payment if he or she shall be not entitled to indemnification under this paragraph.

Section VIII.2 Employees and Agents. The Corporation, to the extent legally permissible, may, in its discretion, indemnify its employees and other agents, including but not limited to its volunteers, from any costs, expenses, attorney's fees, amounts reasonably paid in settlement, fines, penalties, liabilities and judgments incurred while in office or thereafter by reason of any such person's being or having been an employee or agent of the Corporation or by reason of such person's serving or having served at the request of the Corporation as Director, Officer, employee, or other agent of any other organization, or in any capacity with respect to any employee benefit plan, unless with respect to the matter as to which indemnification is sought the employee shall have been or is adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the Director's action was in the best interests of the Corporation. Such indemnification may include a payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person to be indemnified to repay such payment if he or she shall be not entitled to indemnification under this section. In determining whether to provide indemnification under this paragraph, the Corporation may consider, among other factors, whether and to what extent insurance is or was available to the person seeking indemnification and whether and to what extent insurance is available to the Corporation for such indemnification.

Section VIII.3 Determination. The determination whether an Officer or Director is entitled to indemnification and the determination whether the Corporation will indemnify an employee or other agent shall be made at a meeting of the Board of Directors by a disinterested majority of the Directors present thereat, provided that there is an opinion in writing of counsel retained by the Corporation to the effect that such Officer, Director, employee or other Agent appears to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation.

## ARTICLE IX

Liability to Corporation No Officer or Director shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as an Officer or Director, notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of an Officer or Director (i) for any breach of the Officer's or Director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Officer or Director derived an improper personal benefit.

## ARTICLE X

### Fiscal Year


Section X.1 Fiscal Year. Except as from time to time otherwise may be prescribed by the Board of Directors, the fiscal year of the Corporation shall end on the last day of June.

## ARTICLE XI

### Amendments

Section XI.1 Amendments. These Bylaws may be altered, amended or repealed in whole or in part by vote of two-thirds of the Directors then in office, except with respect to any provision thereof which by law, the Articles of Organization or these Bylaws requires action by the Members. These Bylaws may be altered, amended or repealed in whole or in part by vote of two-thirds of the Members present in person or by proxy at any duly called meeting of the Members at which a quorum is present and for which the notice identifies that one purpose of the Meeting is to consider changes in these bylaws, except with respect to any provision thereof which by law, the Articles of Organization or these Bylaws requires a different vote.

  
Examiner

  
Name  
Approved

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

### ARTICLE I

The exact name of the corporation is:


Westfield Business Improvement District, Inc.

### ARTICLE II

The purpose of the corporation is to engage in the following activities:

The purpose of this corporation is to manage, operate, implement, develop, enhance and seek financial support for activities, programs and services within the designated Business Improvement District of downtown Westfield, Massachusetts, to provide marketing, maintenance, security, planning and physical improvements to the District which enhance the District as a place to live, conduct business, shop and visit; to carry out any purpose of a Business Improvement District provided in Chapter 40O of the General Laws of Massachusetts; and to engage in any business which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts, and which is not inconsistent with any exemption from federal income tax which the corporation may receive under Section 501(c) of the Internal Revenue Code.

C ☐  
P ☒  
M ☐  
R.A. ☐

  
P.C.

*Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.*

180art 4/8/00

### **ARTICLE III**

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

The corporation has no members, as defined in Section 2 of Chapter 180 of the Massachusetts General Laws (hereinafter "Corporate Members"). Any action or vote required or permitted by Chapter 180 of the Massachusetts General Laws to be taken by Corporate Members of the corporation shall be taken the Directors of the Corporation in accordance with Section 3 of said Chapter.

### **ARTICLE IV**

**\*\*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:**

See attachment.

### **ARTICLE V**

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

**\*\*If there are no provisions, state "None".**

**Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.**

**ATTACHMENT  
ARTICLES OF ORGANIZATION  
OF  
WESTFIELD BUSINESS IMPROVEMENT DISTRICT, INC.**

**ARTICLE IV  
OTHER LAWFUL PROVISIONS**

The corporation shall have the following powers in furtherance of its corporate purposes:

- (a) The corporation shall have perpetual succession in its corporate name.
- (b) The corporation may sue and be sued.
- (c) The corporation may have a corporate seal which it may alter at its pleasure.
- (d) Subject to the provisions in the bylaws of the corporation, if in effect and applicable, the corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
- (e) The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise lease, or otherwise acquire, own, hold, improve, employ, dispose of and use and otherwise deal in and with, real or personal property, or any interest therein, in an unlimited amount.
- (f) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- (g) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
- (h) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
- (i) The corporation may make contracts, give guarantees and incur liabilities and indebtedness, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

(j) The corporation may make donations in such amounts as the directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501(c) of the Internal Revenue Code, it shall make no contribution for other than charitable, scientific, testing for public safety, literacy, or educational purposes or for the prevention of cruelty to children or animals.

(k) To the extent that it does not deprive the corporation of its exemption from federal income taxation under Section 501(c) of the Internal Revenue Code, the corporation may be an incorporator of other corporations of any type or kind.

(l) The corporation may be a partner in any business enterprise which it would have the power to conduct by itself.

(m) The directors may make, amend or repeal the bylaws in whole or in part.

(n) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

(o) Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501(c) of the Internal Revenue Code or as otherwise directed by G.L. c. 400.

(p) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the bylaws of the corporation, the following provisions shall apply:

The directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The directors shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue

Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 5945(d) of the Internal Revenue Code.

(q) The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed and all powers provided in G.L. c. 40O; provided, however, that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth of Massachusetts; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation may receive under Section 501(c) of the Internal Revenue Code.

(r) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or hereafter amended; (ii) to the General Laws of the Commonwealth of Massachusetts, or any chapter thereof, shall be deemed to refer to said General Laws chapter as now in force or hereafter amended; and (iii) to particular sections of the Internal Revenue Code or the General Laws of the Commonwealth of Massachusetts shall be deemed to refer to similar or successor provisions hereafter adopted.

(s) No director or officer of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as such director or officer notwithstanding any provision of law imposing such liability, except to the extent that such exemption from liability is not permitted under Chapter 180 of the Massachusetts General Laws.

## ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

## ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

53 Court Street, Westfield, Massachusetts 01085

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

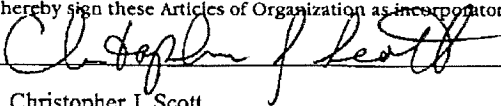
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Donald A. Williams	146 Glenwood Drive, Westfield, MA 01085	141 Elm Street, Westfield, MA 01085
Treasurer:	David C. Colton, Jr.	452 Loomis Street, Westfield, MA 01085	452 Loomis Street, Westfield, MA 01085
Clerk:	Christopher J. Scott	69 Devon Terrace, Westfield, MA 01085	1500 Main Street, Suite 2700, Springfield, MA 01115
Directors: (or officers having the powers of directors)	Vice Chair: Prabodh Reshamwala	127 Forest Hill Road, Feeding Hills, MA 01030	53 Elm Street, Westfield, MA 01085

c. The fiscal year of the corporation shall end on the last day of the month of: June

d. The name and business address of the resident agent, if any, of the corporation is:

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 21st day of June, 20 06.

  
Christopher J. Scott

Bulkley, Richardson and Gelinas, LLP, 1500 Main Street, Suite 2700, Springfield, MA 01115

*Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.*

10621

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 26<sup>th</sup> day of June 20 06.

985257

Effective date: \_\_\_\_\_



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

Christopher J. Scott

Bulkley, Richardson and Gelinas, LLP

1500 Main Street, Suite 2700 Springfield, MA 01115

Telephone: (413) 781-2820

Email: cscott@bulkley.com

A copy this filing will be available on-line at [www.state.ma.us/sec/cor](http://www.state.ma.us/sec/cor) once the document is filed.



